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the AMAZING SPIDER-MAN®

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AMAZING SPIDER-MAN #642
COVER BY MARKO DJURDJEVIC

Upstate New York.

THE ABANDONED KRAVINOFF ESTATE.

WHAT'RE *YOU* DOIN' HERE?

I'M SURPRISED TO SEE YOU, *TOO*, HAMMERHEAD. *MY* INVITE DIDN'T MENTION ANYBODY *ELSE*.

THIS A *MOB* THING? YOU SHOULDA WARNED ME IF IT'S A *MOB* THING.

I DON'T KNOW WHAT YOU'RE *TALKING* ABOUT. I'M A *LEGITIMATE BUSINESSMAN*.

I INVITED YOU, ELECTRO. I INVITED ALL OF YOU.

COME IN. YOU'RE THE LAST TO ARRIVE. BUT IT'S GOOD TO SEE YOU.

IT'S BEEN AGES SINCE LAST WE LAID EYES ON ONE ANOTHER.

OH... *GOD*...

THE HELL HAPPENED TO *HIM*?

YOU ALL KNOW THE NATURE OF THE ITEM I'M ASKING YOU TO PROCURE.

THE RUMORS ARE TRUE. THE ITEM EXISTS. IT'S OUT THERE IN THE WILD. AND I AM OFFERING AN UNPARALLELED REWARD FOR ITS DELIVERY.

OTHERS WILL TRY TO BARGAIN WITH YOU IN AN ATTEMPT TO STEAL YOUR LOYALTY WITH PROMISES OF A FORTUNES...

...HOWEVER, I CAN OFFER SOMETHING IN ADDITION TO CASH.

UPGRADED EQUIPMENT.

A PURGING OF CRIMINAL RECORDS.

MEDICAL CURES AND BIOLOGICAL ALTERATIONS.

THE PACKAGE IN QUESTION CONTAINS THE VERY SECRET THAT CAN MAKE YOU WHOLE REGARDLESS OF YOUR NEED.

DO NOT BE SQUEAMISH ABOUT THE CONTAINER. THE VALUE IS WHAT'S INSIDE IT.

HUNT IT IN GROUPS...IN TEAMS...ALONE... I DON'T CARE.

"BUT BRING IT TO ME...

"...AND THE WORLD IS YOURS."

I'LL GIVE YOU TWO-FIFTY.

SoHo.

THE SITE OF CAMERA-CON 2010. (THIS YEAR'S THEME: "SEE WHAT DEVELOPS".

ARE YOU NUTS? THAT ONE LENS COST ME SIX HUNDRED!

I GOT EXPENSES. TAKE IT, LEAVE IT. I DON'T CARE.

LENSES 50% OFF

SALE

WE BUY CAMERAS.

INOS

INOS

INOS

+SIGH+

I'LL TAKE--

HE'LL PASS.

PETER, A WORD...?

DO YOU THINK I'M GOING TO STAND HERE AND LET YOU SELL THE LAST OF YOUR CAMERA EQUIPMENT?

BETTY, IT'S NOT LIKE IT'S DOING ME ANY GOOD.

NONSENSE. IT'S LIKE REMBRANDT SELLING HIS BRUSHES. YOU'RE A GREAT PHOTOGRAPHER AND YOU WILL BE IN DEMAND AGAIN.

EXCUSE ME!

YOU PETER PARKER? YOU ARE!

HEY, CAN I HIRE YOU TO SHOOT MY SISTER'S WEDDING?

WHAT? I...YEAH! I CAN USE THE--

GREAT! 'CAUSE I NEED SOMEBODY TA PHOTOSHOP *TONY STARK* INTO THE *GROOM'S TUX!*

HA!

RIGHT. SO FUNNY.

SEE? I'M *RADIOACTIVE!* EVER SINCE *JONAH* FIRED ME,* I CAN'T FIND ANY JOB, PHOTOGRAPHY OR *NO!*

THIS CAMERA'S THE ONLY SOURCE OF CASH I *HAVE,* BETTS!

*FOR DOCTORING A PICTURE TO CLEAR A FRAMED J. JONAH JAMESON OF CRIMINAL CHARGES--LONG-STORY WACKER

OKAY, I *GET* IT. BUT AT LEAST LET ME DO AN *ONLINE AUCTION.* YOU'LL GET WHAT IT'S *WORTH.*

BUT I NEED IT *NOW.* I'M *DEAD BROKE,* LATE ON *RENT*--AND I'M SUPPOSED TO MEET CARLIE TODAY FOR WHAT I THINK MIGHT ACTUALLY BE A DATE...

...OR I OWE HER MONEY. I'M NOT GREAT WITH SOCIAL CUES.

THEN HERE'S AN *ADVANCE.* FIFTY'S ALL I CAN *SPARE,* SO MAKE IT *LAST.*

GHAAH. I *HATE* THIS--

--BUT I LOVE *YOU,* BETTY BRANT. THANKYOUTHANKYOU *THANK*YOU.

SMEK

SAVE THE *MUSH* FOR YOUR *DATE,* CASANOVA.

WHAT A *MESS*. AND I'VE GOT NO ONE TO BLAME BUT *MYSELF*. I TRADED JJJ'S *FREEDOM* FOR MY *REPUTATION*...

...AND, IN *GRATITUDE*, HE *BLACKBALLS* ME. NOT EVEN MY PALS AT FRONTLINE CAN HIRE ME TO SHOOT PHOTOS NOW...

...AND NO MATTER HOW HARD I STARE AT THESE *CLASSIFIEDS*, I DON'T SEE ANY ADS FOR *SCIENTIFIC GENIUSES* OR *WALL-CRAWLERS*.

WANTADS

"*PLUS*, I MISS HALF THE INTERVIEWS I *GET* BECAUSE SPIDEY'S NEEDED.

"I CAN'T HIT *THE AVENGERS* UP FOR MONEY--IMAGINE HOW *EMBARRASSING*-- AND I CAN'T ASK *AUNT MAY*..."

HELP WANTED
INQUIRE WITHIN

...SINCE SHE CHEWED ME OUT FOR BEING A *FREELOADER*. EVEN IF SHE WAS JUST HAVING A BAD COUPLE OF WEEKS, THERE WAS SOME TRUTH BEHIND IT.

I SHOULD CALL HER, THOUGH--

SKEE-REEE

GHH!

YOU HAVE ÷KLIK÷ ZERO ÷KLIK÷ MINUTES. TO PLACE A CALL, MAKE A DEPOSIT INTO YOUR ACCOUNT.

FOR SEVERAL WEEKS, AUNT MAY WAS UNKNOWINGLY UNDER THE MYSTERIOUS SPELL OF MR. NEGATIVE. #THISHAPPENED

LIKE I CAN *AFFORD* MORE MINUTES. I CAN'T EVEN BUY *WEB-FLUID* INGREDIENTS.

OKAY, SELF-PITY PARTY'S *OVER*. GOTTA PSYCH MYSELF FOR THIS *DATE*.

HEY, MR. MUELLER. NICE *SHIRT*.

I KNOW, RIGHT?

HIYA, PETE. STAYING COOL IN THIS *HEAT*?

HEY, MR. DITKOVITCH. I LIKE *YOUR* SHIRT, TOO.

I'VE GOT ONE

WANTED

JUST

LIKE

MICHELLLE!

MICHELE! WHAT ARE YOU--?

HELLO, PARKER.

I DUNNO. FEELS A LITTLE *TIGHT*...?

MAYBE. TURN *AROUND*...

THAT'S MY SHIRT! THAT IS MY SHIRT!

HEY! HEY! I DON'T KNOW WHAT YOUR DRAMA IS, BUT LEAVE ME OUT OF IT! I'M HERE FOR THE SALE, THAT'S ALL.

DON'T BOTHER THE CUSTOMERS, PARKER.

YOU'RE SELLING MY CLOTHES?

FOR CHARITY.

AS IN, YOUR RENT.

AS IN, YOU'RE WELCOME.

NOW, BACK OFF. YOU SMELL LIKE A WALRUS.

IT'S HOTTER THAN THE HINGES ON THE GATES OF HELL OUTSIDE!

OH, AND SATAN SAYS HELLO AND HE MISSES YOU, BY THE WAY!

DID YOU LEAVE ME ANYTHING CLEAN TO CHANGE INTO?

WHEW. AT LEAST SHE DIDN'T FIND WHERE I HID MY SPIDEY-SUIT--

--BUT AT THIS POINT, THE ONLY PLACE IT'S SAFE IS ON ME!

MAYBE I WON'T GET HEAT-STROKE IF I SLIDE THE SLEEVES UP AND WEAR A--

--T-SHIRT--

THIS IS ALL YOU LEFT ME? ONE SWEATER?

IS THAT WHAT THAT IS? IT KEPT MAKING PEOPLE DIZZY!

LATE. LATE. LATE. CAN'T WASTE *WEB-FLUID* TO GET THERE.

MY EYES!

OH, LIKE *YOU'RE* TIM GUNN! *ONE SIDE!*

BEANO COFFEE SINCE 1962

DON'T *BLOW* THIS, PARKER! CARLIE'S *GREAT*--AND EVERY *OTHER* LADY IN MY LIFE IS EITHER SO *MESSED UP* OR SO *OVER* WITH--

NO. *STRIKE* THAT. DON'T THINK OF HER AS A *SUB* FOR BLACK CAT OR MARY JANE. SHE'S AWESOME ON HER OWN.

WE COULD MAYBE BE *GOOD* TOGETHER, MAYBE, MAYBE--

--ESPECIALLY IF SHE LIKES A GUY WHO CARRIES HIS OWN *SAUNA* AROUND WITH HIM!

OKAY, PARKER, FIRST DATE. BE COOL, BE COOL...

PETER?

CARLIEIMADEIT SORRYI'MSOLATE!

LOOK AT YOU. YOU'RE A *PUDDLE*. DID YOU *RUN* HERE?

IN *THAT?*

I *KNOW*. LONG STORY. DID I MENTION THE WHOLE "*SORRY I'M LATE*" THING?

OH, DON'T *WORRY*--

--I'VE HAD *COMPANY!*

HEY!

IT'S *HARRY!*

AND *MARY! JANE! WATSON!*

THAT IS...SO! GREAT!

PETE! YOU'RE MISSING OUT, PAL! YOUR EX HAS BEEN TELLING MISS CARLIE ALL ABOUT YOU!

SO GREAT!

HEY, I REMEMBER THAT SWEATER. ARE YOU UNCLEAR ON THE DEFINITION OF "GAG GIFT"?

Six Years Later.

SSS-SS-SS

...AND THERE WAS AUNT MAY, IRONING HIS TIGHTY-WHITEYS!

HAAA-HA

WELL, ON THAT NOTE, IF YOU'LL EXCUSE ME, I'M GONNA HIT THE LADIES' ROOM.

ME, TOO.

I MEAN: ACTUALLY, WE OUGHT TO BE GOING.

SO SOON? WE HAVEN'T EVEN TOLD HER THE ONE ABOUT THE FOOSBALL TOURNAMENT AND THE FRENCH GIRL YET!

THIS IS STILL THE "B" MATERIAL!

HARRY? GIVE SWEATY McDRENCHERTON 'N' ME A MINUTE, OKAY?

THANKS.

WE NEED MORE NAPKINS, ANYWAY.

WHAT ARE YOU DOING? I THOUGHT WE WERE PALS NOW!

REMEMBER... "YOU NEED TO GET ON WITH YOUR LIFE, PETER"...?

WILL YOU RELAX, TIGER?

I DIDN'T MEAN TO *INTERFERE*. I HAD NO IDEA YOU'D EVEN *BE* HERE TODAY. PEOPLE *DO* COME TO COFFEE SHOPS FOR *COFFEE*, YOU KNOW.

FAIR ENOUGH.

IT WAS *HAPPENSTANCE*. BESIDES, I *LIKE* HER.

WELL, WHO ASKED--

WAIT. WHAT?

I *LIKE* HER.

SHE'S REALLY *PRESENT*. LIKE SHE KNOWS THERE'S MORE TO LIFE THAN *HER*.

IN *MY* FIELD, *NOBODY* PAYS ATTENTION TO *ANYONE*. SO IT'S A TREAT WHEN SOMEONE--

--IT'S. A TREAT. WHEN SOMEONE. LISTENS.

PETER? *PARKER?*

WAIT. I KNOW THAT LOOK. THAT'S THE *"SPIDER-SENSE TINGLING"* LOOK, ISN'T IT?

PETE?

CARLIE!

LOOK OUT!

WH--

SSSSSH

EXIT

COFFEE BEAN

TRY OUR FRESH BREWED

COFFEE

COFFEE MATE

LILY?

HARR RREE

SKSSH

OH, MY GOD...

...WHERE... WHERE DID *SHE* COME FROM...?

I DON'T *KNOW!* LAST I KNEW, SHE DISAPPEARED WITH MY *DAD* BEFORE THEY THREW HIM IN *PRISON!**

NORMAN OSBORN, WOULD-BE WORLD-CONQUEROR--STEVE.

LILY?

PETER, WHY WOULD SHE BE *HERE?*

PETER...?

PETER, WHERE'D YOU GO?

THAT *CAN'T* BE HER.

THAT CAN'T BE THE SAME WOMAN I *LOVED*... WANTED TO *MARRY*...

...UNTIL I FOUND OUT HER BIG *SECRET*.

LILY HAD STUMBLED-- LITERALLY, *STUMBLED*-- INTO A HIDDEN CACHE OF OSBORN'S *GREEN GOBLIN FORMULA*.

IT TURNED HER INTO SOMETHING *NEW*. SOMETHING *WORSE* THAN A GOBLIN.

A *MENACE*.

EVEN AFTER HARRY LEARNED THE *TRUTH*, HE STILL *LOVED* HER...STUCK *BY* HER *AND* THEIR BABY-TO-BE...

...ONLY TO FIND OUT IT WASN'T EVEN *HIS*. THAT *NORMAN'S* THE FATHER.

POOR *HARRY*.

HARR RREE

LILY, STOP!

LET ME HELP YOU--!

KATHOOM

YOU WON'T HELP ANYONE BY GETTING SMOOSHED, PAL!

SPIDER-MAN!

LET ME HANDLE THIS! IT'S IN MY JOB DESCRIPTION!

AAHHRRR

SOUNDS LIKE SHE'S IN PAIN! IS SHE--?

--HAVING CONTRACTIONS, MAYBE? CHECK OUT HER GUT!

PREGNANT! RIGHT!

TELL ME SHE ISN'T GIVING BIRTH!

HNNNGH!

VAMMMMMM

OH, YEAH, WEB-HEAD! SHE'S ABOUT TO *POP*--

--SO *STAND ASIDE*, 'CAUSE THAT'S A *BIG PAYDAY* FOR US!

GHUHH. I KNOW THOSE *VOICES*. LET ME *GUESS*:

ARRUHH

THWIP

YEP. EXACTLY WHO I *THOUGHT*. WHICH *BEGS* THE QUESTION--

--WHAT *MORON* WOULD PAY *SHOCKER* AND *TOMBSTONE* FOR *ANYTHING?*

LILY, STAY *CALM!* WE'RE *RIGHT HERE!*

IT'S PETER WHO WORRIES ME! IF HE'S *HURT*--

I...THINK I SAW *SPIDER-MAN* PULL HIM TO SAFETY, CARLIE!

LET'S FOCUS ON THE NEW *MOM* FIRST!

FWAK!

SO YOU BOYS ARE HERE FOR THE *BLESSED EVENT?* HERE, HAVE A *CIGAR!*

AND BY *CIGAR*, I MEAN *PUNCH* IN THE *FACE!*

OH, YEAH. WE BEEN FOLLOWIN' *PREGGERS* THERE SINCE SHE BUSTED OUTTA *CAPTIVITY.*

THOUGHT WE'D HAVE TO GET OUR *HANDS* DIRTY. TURNS OUT, WE'RE JUST HERE TO RUN *INTERFERENCE...*

...CAUSE IT LOOKS LIKE THE MAN WHO *SENT* US IS ALREADY *HERE!*

HHHH

HHURRTS

THE BABY'S *CROWNING!*

SOMEBODY GET THIS WOMAN SOME *HELP!*

I'LL HANDLE IT.

TRUST ME...

...I'M A DOCTOR.

DOC OCK?

GET AWAY FROM THEM! I'M WARNING YOU!

THWAM

HNNNGHH!

DON'T YOU HURT HER!

I ASSURE YOU, WHETHER THIS MEWLING BROOD MARE IS HARMED OR NOT IS OF ABSOLUTELY NO CONCERN TO ME.

NYAAAAH!

AAAAA-MMFF-

SILENCE.

WHAT IS THE MATTER WITH YOU MANIACS?

DON'T... DON'T...

WE CAN FIGHT *LATER!* LET ME GET THIS WOMAN TO A *HOSPITAL,* FOR GOD'S SAKE!

...DON'T TOUCH HER!

HARRY, STAY OUT OF THE *WAY,* YOU *IDIOT*--

GKKKK

HKKK

GAAKK

--YOU'RE JUST PUTTING *YOURSELF* IN DANGER!

DROP 'EM, OCK! *NOW!* BEFORE I--

HAKKKHH!

BEFORE YOU DO WHAT, SPIDER-MAN? YOU'RE TOO LATE!

SNIP!

IF THIS IS, AS USUAL, ABOUT KEEPING ME FROM THAT WHICH I WANT--

--I ALREADY HAVE IT.

CONGRATULATIONS, LILY HOLLISTER...

...IT'S A BOY.

AMAZING SPIDER-MAN #643
COVER BY MARKO DJURDJEVIC

HAVE ALL MY ENEMIES GOTTEN *WEIRDER* AND GROSSER?

OR AM I JUST GETTING *OLD* AND *FUSSY?* BECAUSE I CAN'T EVEN *LOOK* AT *DOCTOR OCTOPUS* ANYMORE--

--WITHOUT GETTING *NAUSEOUS.*

I *NEVER* NEEDED TO SEE OCK DELIVER A *NEWBORN*--

--ONLY TO REGARD IT LIKE AN *ENTOMOLOGIST* STUDIES A *BUG.*

NOT THE *BABY'S* FAULT HE HAD THE *WRONG PARENTS:* THE *GREEN GOBLIN* AND *MENACE, BOTH* OF WHOSE BODIES WERE *SICK* WITH *UNIQUE ENHANCEMENT CHEMICALS.*

NO *WONDER* OCK WANTS THE KID. HE'S A BIOLOGICAL *GOLD MINE.*

AND NOT THE *ONLY* INNOCENT AT HAND. POOR *CARLIE.*

STRUGGLING FOR *BREATH,* AFRAID FOR HER *LIFE.*

SO ENDS A TYPICAL *DATE* WITH *PETER PARKER.*

ASK *HARRY* AND *MJ* HOW IT PAYS TO BE MY FRIEND. THEY KNOW *TOO WELL.*

NO.

NO ONE *SUFFERS.* NOT *TODAY.*

I STILL CAN'T BUDGE THE *TENTACLE,* BUT WHILE OCK'S *DISTRACTED--*

--I CAN MAYBE BUY A BIT OF *LEVERAGE* WITH MY EVER-STICKY *FEET--*

--AND *SHOVE--*

--MY--

--WAY--

--TO *FREEDOM!*

SKRAAAK!

SPIDER-MAN!

HOW DOES IT FEEL TO LOSE A BATTLE BEFORE IT EVEN BEGINS, YOU SANCTIMONIOUS CRETIN?

-HHNNHH-

LI--
-KOFF-
LILY!

LILY, WHERE HAVE YOU BEEN?

...MY... BABY...

-KAFF-
-HUKK-

DEEP BREATHS, CARLIE.

HELP'S COMING...

SPIDER-MAN!

SPIDER-MAN!

DOES WHATEVER A *SPIDER* CAN!

YOINK!

YOINK

NO!

THAT CALF IS **ESSENTIAL** TO MY **PLANS--!**

MAN, DOC, YOUR MOTIVATIONAL SPEAKING **BLOWS.**

HEY, LI'L ONE! YOU DOING OKAY? DON'T WORRY, WE'LL GET YOU A **BLANKIE** AND SOME **FOOD--**

--AS SOON AS WE DO A LITTLE *BOB-'N'-WEAVE!*

HANG *ON! BABY'S FIRST RIDE'S* ABOUT TO GET *BUMPY!*

THWIP

ALSO, DOC? 'MEMBER HOW YOU JAZZED UP YOUR *SPECS* SO MY *WEBBING* WOULDN'T STICK ANYMORE?

CHANGED THE *FORMULA*.

HEH.

...

GONE...

...AS I *EXPECTED*.

THIS IS DOCTOR OCTOPUS SPEAKING! TO EVERY OPERATIVE WITHIN THE SOUND OF THIS SIGNAL-- THE TRAP IS *SPRUNG*!

SEIZE. THAT. CHILD!

HURRRHHH!

HATE TO LEAVE MY *FRIENDS*--I *WILL* DOUBLE BACK--

--BUT I HAVE *GOT* TO GET THIS RUGRAT TO A *HOSPITAL* AND INTO *PROPER CARE*, *PRONTO*!

CHOPPER-8 TO NEWSROOM--

--BREAK IN WITH OUR CAMERA FEED *NOW NOW NOW!* I THINK *SPIDER-MAN* JUST HANDED US A BIG, FAT--

N8 NY

LIVE

BREAKING NEWS ALERT!

WE'RE GETTING A LIVE PICTURE FROM **MIDTOWN MANHATTAN** OF **SPIDER-MAN** SWINGING **WILDLY** THROUGH THE CITY WITH WHAT IS CLEARLY AN **UNPROTECTED INFANT!**

WE'RE AWAITING WORD AS TO EXACTLY WHERE THE BABY **CAME** FROM OR WHETHER IT'S IN **DANGER,** BUT NEWSCHANNEL-8 WILL STAY ON **TOP** OF THIS STORY!

RIGHT NOW, LET'S GET A REACTION FROM OUR IN-STUDIO GUEST, A MAN WHO'S HAD **SEVERAL** WELL-KNOWN RUN-INS WITH SPIDER-MAN IN THE PAST--

--THE **MAYOR** OF NEW YORK AND FORMER PUBLISHER OF THE **DAILY BUGLE,** J. JONAH JAMESO--

OF COURSE HE'S **ENDANGERING** THE BABY, YOU **NINCOMPOOP!** YOU'VE CAUGHT HIM **DEAD** TO RIGHTS ON CAMERA! ARE YOU **BLIND?**

lews 8 Chan

LIVE

THAT WALL-CRAWLING **CRIMINAL** HAS GONE **TOO FAR** THIS TIME! THIS IS **KIDNAPPING,** PLAIN AS **DAY**--AND NEW YORK WON'T **STAND** FOR IT!

I PROMISE YOU, NOT A **POLICEMAN** OR **FIREMAN** UNDER MY **COMMAND** WILL **REST** UNTIL WE **RESCUE** THAT **BABY!**

98° 8 MAYOR J. JONAH JAMESON

WELL, KID, THE *GOOD* NEWS IS, YOU'LL PROBABLY GROW UP WITHOUT A FEAR OF *HEIGHTS* NOW.

SUCH A *GOOD* BABY. NOT A *PEEP.*

I HAVE NO IDEA WHAT YOU *NEED*, THOUGH! I...I DON'T KNOW FROM *BABIES!* I... I...SOMETHING TO *EAT?*

ARE YOU *COLD?* ARE YOU *WARM?* ARE YOU A *CLONE* OR A *KRAVEN BABY* OR AN *ANDROID?* BECAUSE *THOSE* I *KNOW* ABOUT!

WHICH IS *SAD*, COME TO THINK OF IT. BUT IT KINDA UNDERSCORES WHAT YOU *DON'T* NEED.

ME.

THWIP

WE NEED SOMEBODY WHO CAN TAKE *CARE* OF YOU, PAL.

ST. VINCENT'S IS RIGHT AROUND THE *CORNER.*

HELLO, *MATERNITY WARD*, FAREWELL *CONCRETE CANYONS!*

COFFEE BEAN
SINCE 1962

LILY, EASY--

MY BABY!

I WANT MY BABY! GIVE HIM TO ME!

FIREMEN AND E.M.T.s ARE EN ROUTE, I'M SURE-- UNLESS DOCTOR OCTOPUS IS KEEPING THEM *AWAY*, WHICH IS *CONCEIVABLE*--

GIVE ME MY BABY! WE HAVE TO LEAVE!

HE'S NOT HERE, LILY!

HE'S NOT HERE.

SPIDER-MAN'S TAKING HIM SOMEPLACE *SAFE*. HE'S IN GOOD *HANDS*--

NOOOOO!

THEY'LL *FIND HIM*! THEY'LL *FIND HIM* AND THEY'LL *TAKE* HIM AND THEY'LL--

OH, GOD, *DON'T LET THEM TAKE MY BABY!*

SHE'S *LOSING* IT. NOT THAT I *BLAME* HER.

YOU HEARD CARLIE. E.M.T.S ARE PROBABLY ON THEIR *WAY*--

NO! NO HOSPITALS!

NORMAN HAD ME IN A CELL! I BROKE OUT, BUT HE HAS HIS PEOPLE *FOLLOWING* ME, I *KNOW* IT! *THEY'LL KILL ME FOR THIS!*

LILY, MY DAD CAN'T *HURT* YOU. HE'S BEHIND *BARS*.

HOW DO YOU THINK THAT WOULD STOP HIM? HIDE ME, HARRY, OR WE'RE ALL DEAD!

OKAY. I KNOW A PLACE CLOSE BY.

CARLIE! WE'RE MOVING OUT! LET'S GO!

WE CAN'T LEAVE PETER! WHAT IF HE'S TRAPPED UNDER HERE SOMEWHERE?! HE MAY BE HURT!

WHAT?

NO, I'M... I'M SURE PETE MADE IT OUT OF HERE JUST FINE, CARLIE! DON'T WORRY ABOUT HIM.

YOU CAN'T KNOW THAT, MARY JANE!

FINE! GO! HELP THE MONSTER AND LEAVE POOR PETE TO ME!

MONSTER? LILY'S LIKE A SISTER TO YOU!

SHE'S A MURDERER.

JUST GO!

TOO BAD PETE'S NOT A KILLER.

=UNNHH=

MAYBE THEN THEY'D HELP HIM...

HE'S NOT OKAY. HE CAN'T BE OKAY. HE WOULDN'T JUST RUN AWAY AND LEAVE US HERE...

...WOULD HE?

B-DEEP B-DEEP

PETER'S PHONE?

B-DEEP B-DEEP

PHONE.

I THINK THAT'S PETER'S PHONE!

HOLD ON, PETE! I'M COMING!

HOME STRETCH, KIDDO. AND LOOK OVER MY *SHOULDER.*

THAT'S *DOC OCK* BACK THERE NOT SEEING US, HOORAY.

MEANS HE'S NOT TERRORIZING MY *FRIENDS* BACK AT WHAT'S LEFT OF THE *COFFEE BEAN,* SO *THAT'S* GOOD.

IN OTHER NEWS, HOWEVER, MY *SPIDER-SENSE* WON'T QUIT JANGLING. YOU'RE NOT, LIKE, GONNA *SPIT UP* ON ME OR ANYTHING, ARE YOU?

St. Vincent Hospital
Manhattan

OH. OH, *NO.*

JUST BE PATIENT *ONE MORE SECOND,* KID.

AMBULANCE

WE'VE GOT *ELECTRO* TO DEAL WITH!

JUST THE MAN I'VE BEEN *WAITING* FOR!

HAND THE *BABY* TO *ME,* SPIDER-MAN--

--OR THIS IS JUST THE BEGINNING!

ARE YOU KIDDING? DO YOU THINK I'M CRAZY?

DO YOU THINK I'M SANE?

LAST CHANCE, SPIDER-MAN! YOU TRY TO SET ONE FOOT INSIDE THIS HOSPITAL--

--AND I PROMISE YOU, IT BECOMES A WAR ZONE!

SMASH

AND HE'S NOT *BLUFFING.*

OKAY. THINK, SPIDEY, *THINK.*

GET OUT OF HIS LINE OF *SIGHT.*

ELECTRO KNOWS *SPIDER-MAN,* BUT *NOT* PETER PARKER.

I CAN WALK RIGHT *INTO* THE HOSPITAL IF I CAN FIND SOME *STREET CLOTHES!*

WAAAH!

ALL I'VE GOTTA *DO* IS BUY MYSELF A *HALF A MINUTE* WHERE I CAN *CHANGE* WITHOUT BEING SEEN!

YEAH.

THAT'S ALL.

SPIDER-MAN, THIS IS THE POLICE!

SURRENDER YOUR HOSTAGE IMMEDIATELY!

THERE WILL BE NO SECOND WARNING!

WISH I *COULD*, BOYS, *BELIEVE* ME!

BUT THAT WOULD MAKE YOU THE TARGET--AND I CAN'T LIVE WITH *YOUR FUNERALS* ON *MY CONSCIENCE!*

OPTIONS. *OPTIONS.*

THE *FANTASTIC FOUR* ARE *AWAY*, SO THE *BAXTER BUILDING* IS OUT. I *MIGHT* MAKE *AVENGERS MANSION* IF I'M *LUCKY.*

BECAUSE I'M NOTHING IF NOT LUCKY, RIGHT?

OCK AND TOMBSTONE AND SHOCKER AND ELECTRO AND WHO KNOWS *WHO* ELSE IS HOT ON MY TRAIL? ALL MY NONSTOP *SPIDER-SENSE* IS TELLING ME...

...IS THAT THERE IS *NO* GOOD PLACE TO TURN!

POLICE

I DON'T *BELIEVE* IT! IS HE *NUTS?*

IT'S A *STUNT* OR SOMETHIN'! IT'S *GOTTA* BE! RIGHT? I MEAN, HE WOULDN'T *KIDNAP--*

WHO KNOWS WHAT THAT FREAK WOULD DO? IF THAT WAS MY KID, I'D WANT HIM *DEAD!*

I HEARD HE JUST NOW WENT *CRAZY* AT A *HOSPITAL!* NOW HE'S SWINGING AROUND THE *CITY* WITH A *NEWBORN!* HE'LL BREAK ITS *NECK!*

GOD, EVERY TIME I THINK SPIDER-MAN'S AS BAD AS THEY GET, HE SINKS *LOWER!* SOMEBODY *DO* SOMETHING TO *HELP THAT BABY!*

LIVE

SPIDER-MAN STEALS BABY!

ATTENTION, ALL POLICE AND FIREMEN WITHIN THE SOUND OF MY VOICE!

THE ENTIRE TRI-STATE AREA IS WATCHING YOU FAIL! MISERABLY! YOU'RE MAKING IT LOOK LIKE J. JONAH JAMESON, TENDER-HEARTED MAN OF THE PEOPLE, DOESN'T CARE ABOUT ANKLE-BITING MOPPETS!

RESCUE THAT INFANT!

YOU CAN STOP WORRYING ABOUT YOUR REPUTATION, MR. MAYOR.

EFFECTIVE IMMEDIATELY, THIS IS A HOMELAND SECURITY MATTER. THIS OPERATION ANSWERS TO US.

WHAT? UNDER WHOSE AUTHORITY?

THE PRESIDENT'S, MAYOR JAMESON. EVEN IMPRISONED, NORMAN OSBORN IS STILL CONSIDERED ONE OF THIS COUNTRY'S MOST DANGEROUS FELONS--

--AND WE HAVE REASON TO BELIEVE THAT CHILD IS HIS.

?

WHAT THE--? IS THAT A--

"--SANDSTORM?"

GIVE UP THE KID, SPIDER-MAN!

SANDMAN?

YOU OWE ME!

YOU'RE THE REASON I LOST MY DAUGHTER!

KEEMIA.

THOOM

AN ORPHANED GIRL "RESCUED" FROM SANDMAN (WITH SPIDEY'S AID) BACK IN AMAZING #615--STEVE

I CAN TRADE THAT BABY FOR *ANYTHING!* I CAN GET KEEMIA *BACK* USING HER!

THEY'LL HAVE TO GIVE HER BACK TO ME!

IN WHAT WORLD, GRAINBRAIN?

WHO'S GONNA *BARTER* WITH *YOU?*

THOOM

OCK! OCK SAID HE COULD MAKE *ANYTHING* HAPPEN!

SORRY, SANDMAN!

I WAS HERE *FIRST!*

SKRAAK

YEEOWW!

TERRIFIC! TWO MANIACS, NO WAITING!

HANG ON, KIDDO! NOWHERE TO GO--

--BUT UP--

--EXCEPT WE'VE RUN OUT OF UP!

CAN'T JUST KEEP *RUNNING*. THEY'RE GAINING. MAN, ELECTRO PLUS SANDMAN EQUALS--

--WAIT.

THAT'S *IT*. I HAVE TO TIME IT *PERFECTLY*, BUT--

TIME FOR YOUR FIRST *VOCABULARY LESSON*, BABY O: *FULGURITE*! HERE, I'LL USE IT IN A *SENTENCE*!

ON THE *BEACH*, WHEN *LIGHTNING* HITS *SAND*--

LOOK *ALIVE*! HE'S *FALLING* RIGHT *TOWARDS* US!

THEN WE'LL GET HIM FROM *BOTH* SIDES! *NOW*!

--NNNNOW!--

SHRAKOOOM!

--THE *HEAT* OF THE *BOLT* COMBINES WITH THE *SILICA*--

"--AND *FUSES* IT INTO A *GLASS* CALLED *FULGURITE*--

YEAAAAARGH--!

"--ON *IMPACT!*"

SHHKK

SHHKK

SHHKK

SHHKK

SHHKK

SHHKK

SHHKK

HNNNGHH!

SCIENCE TO THE *RESCUE* ONCE MORE!

BEFORE *MIKE* AND *IKE* UP THERE *RECOVER*, LET'S GET OUR *SWING* ON AND--

FFFTT

OH, NO.

KRASH!

THIS ONE'S OUT OF WEB-FLUID--! HANG ON!

--CAN'T-- GET A *GRIP*--

KSSSH!

FWAM!

WAAAHHHH!

SHHH.

SHHH. NAP... TIME...

...NAP...

B-DEEP
B-DEEP

IT'S *RINGING* AGAIN! *KEEP* RINGING!

B-DEEP
B-DEEP

IT'S COMING FROM IN *THERE!*

PETE! PETER, IF YOU CAN *HEAR* ME, STAY *CALM*, OKAY?

B-DEEP
B-DEEP

I CAN HEAR *SIRENS* NOW! HELP'S *COMING!*

...

DAMN IT.

THIS ISN'T *PETE'S.*

WHOEVER DROPPED *THIS* IS *LONG* GONE.

PETER, AM I WASTING MY TIME OR ARE YOU HERE? FOR THE LAST TIME, CAN YOU HEAR ME?

CAN ANYBODY HEAR ME?

FREEZE!

UNNNNNNNHH...

911? SPIDER-MAN-- HE'S *HERE!* HE HAS THE *BABY!*

517 FIFTH AVENUE, SECOND FLOOR! COME *QUICK!*

LIVE

--REPORTS OF *SPIDER-MAN* HOLED UP IN *THIS OFFICE* WITH THE *HELPLESS MYSTERY HOSTAGE* THAT HAS THE *WHOLE NATION SPELLBOUND--*

H-HEY! *HEY!*

THERE HE *IS!* HE'S ON THE *RUN!*

CAMERAMAN, *DON'T LOSE HIM!*

LIVE

I WOULDN'T WORRY ABOUT *THAT.*

SPIDER-MAN IS ON THE RUN--WITHOUT PROTECTION, TOTALLY VULNERABLE--IN A CITY TEEMING TO THE BRIM WITH CAMERAPHONES AND AMATEUR PAPARAZZI!

AT LAST, YOU'VE NOWHERE TO HIDE, SPIDER-MAN--

LIVE

"...NOT WITH EIGHT MILLION SETS OF EYES WATCHING YOUR EVERY MOVE!"

AMAZING SPIDER-MAN #644

COVER BY MARKO DJURDJEVIC

MY BABY!

LET GO OF ME!

LADY, JUST CALM DOWN--

CALM DOWN? SPIDER-MAN HAS MY BABY!

CAN WE GET A HAND OVER HERE?

HOLD HER STILL, WILLYA?

THIS MAKES, WHAT, A *DOZEN WOMEN* CLAIMING THE BABY? BUT *NO ONE'S* STORY CHECKS OUT? SO WHOSE *IS* IT?

WELL, THAT'S THE QUESTION, *ISN'T* IT?

AND WE'D BETTER *FIND OUT FAST!*

I GOT REPORTS COMING IN EVERY *MINUTE* SAYING WE'RE NOT THE ONLY ONES *AFTER* THE KID--

"--THAT ALL THE *COSTUMED CRIMINALS* IN *HELL* ARE SWARMING THIS CITY LIKE *ROACHES!*"

KUNNK

WHAT IS *WRONG* WITH YOU, VULTURE?

YOGA

Upper Manhattan.
HAMILTON HEIGHTS.

THIS ISN'T A BAG OF *LOOT!* IT'S A *NEWBORN BABY,* FOR GOD'S SAKE!

IT NEEDS *FOOD! SHELTER!* I DON'T *KNOW* WHAT IT NEEDS!

NO PARKING
FINE
TUES & FRI 9-10AM
VISITOR PARKING ONLY

I CAN'T EVEN *THINK* STRAIGHT WITH MY *SPIDER-SENSE* BUZZING EVERY SECOND!

WHAT *ELSE* COULD IT BE WARNING ME OF--?

OH.

THAT.

HARRRHHH!

WHO--?

I WANT THAT BABY! I'LL FIGHT ANYONE--

--VULTURE OR RHINO!

GREAT TO SEE YOU AGAIN, FREAK. WHY DON'T YOU AND THE V-MAN GET TO KNOW EACH OTHER?

ME AND BABY ARE LATE FOR GYMBOREE CLASS!

WELL, THAT'S TODAY'S ONLY DECENT BREAK--TWO MANIACS TURNING ON EACH OTHER!

STRIKE THAT! COULD THIS POSSIBLY BE THE BEGINNING OF A LUCKY STREAK?

MA'AM!

LISTEN, PLEASE, I NEED YOUR HELP!

I HAVE NO IDEA WHAT I'M DOING, AND I'M SO TIRED, AND YOU KNOW HOW IT IS, RIGHT? I JUST-- A DIAPER OR SOME FORMULA OR--

AAAAH!

KEEP AWAY! KEEP AWAY FROM MY BABY!

LADY, NO! WAIT!

MOVE ALONG!

CLEAR THIS STREET IN AN ORDERLY FASHION.

KEEP MOVING. THIS IS FOR YOUR OWN PROTECTION.

PROTECTION? FROM *WHAT?* FROM *ME?* NO, THEY HAVEN'T *NOTICED* ME YET--

SHOULDN'T WE TELL 'EM THE *RHINO'S* COMING?

AND CAUSE A *PANIC?*

THE RHINO?

THAT'S WHY FREAK THREW HIS NAME OUT.

I WONDER IF I COULD ASK TO BE HIT BY A *TRAIN* INSTEAD.

LIKE THERE'S A *DIFFERENCE.*

BRACE YOURSELF, *BABY O.* YOU'RE ABOUT TO EXPERIENCE YOUR FIRST *ONE-MAN--*

--STAMPEDE?

WHY DON'T I *HEAR* ONE? NO *HOOFBEATS* THUNDERING? NO *WINDOWS* RATTLING?

I DON'T EVEN KNOW WHICH WAY TO *RUN! WHICH WAY IS HE COMING FROM?*

WHICH--

WHAROOM!

Meanwhile.
ACROSS TOWN AT THE COFFEE BEAN.

KRAASH

UNNH

I HEARD YOU CALL MENACE BY A *CIVILIAN NAME*, FOUR EYES. YOU *KNOW* HER.

I--I DON'T--

DON'T *LIE!* WHERE'D THAT DEMON-LOOKING CHICK *GO?* *SPILL*, OR I'LL--

MISS? MISS, ARE YOU *OKAY?*

THOUGHT WE'D *NEVER* GET THROUGH TRAFFIC! IT'S *NUTS* OUT THERE! BUT YOU'RE GONNA BE *ALL RIGHT!*

SPEAK FOR *YOURSELF.*

TOMBSTONE!

STEP AWAY FROM THE WOMAN, OR--

OR WHAT?

BLAM!

BLAM!

OH.

THAT.

YAWN.

GUESS I'LL TAKE MY SHOCKER AND GO HOME.

UP AND AT 'EM, QUILT-FOR-BRAINS...

LET'S GO SEE WHAT OTHER TROUBLE WE CAN GET INTO.

ARE YOU HURT, MISS...?

CARLIE COOPER, N.Y.P.D. I'M *FINE*.

I WAS HERE WHEN THE PLACE CAME DOWN. I'VE BEEN SEARCHING FOR MY *FRIEND* IN THE RUBBLE, BUT THERE'S NO *SIGN* OF HIM.

SO YOU KNOW WHAT *CAUSED* ALL THIS? WE GOT CONFUSING REPORTS. WE HEARD *SPIDER-MAN* WAS HERE, AND *MENACE*...

IT...

...IT WAS...ALL A *BLUR*.

SORRY.

WELL, IF YOU *THINK* OF ANYTHING--

I'LL LET YOU KNOW.

AND JUST LIKE THAT, I TURN INTO A *BAD COP*. BUT LILY WAS LIKE A *SISTER* TO ME...

...BEFORE SHE WENT *CRAZY* AND BETRAYED *EVERYONE*. I JUST WANT TO GET TO THE *BOTTOM* OF THIS *MYSELF*. IS THAT SO WRONG...?

ALL CLEAR!

HEAR THAT? THERE'S DEFINITIVELY NO ONE LEFT.

WHAT?

WHOEVER YOU WERE LOOKING FOR MADE IT *OUT*. THAT'S *GOOD*, YEAH?

I... YEAH.

I DON'T UNDERSTAND. AT *ALL*. IF PETE'S NOT HURT, THEN WHERE'D HE *GO?* WHY WOULD HE *RUN OFF* AND LEAVE US? IS HE *REALLY* THAT *SELFISH?*

HELL WITH HIM. I CAN'T SIT AROUND *WAITING* FOR HIM. GOT TO FIND LILY.

PRETTY SURE I HEARD *MJ* AND *HARRY* SAY WHERE THEY WERE TAKING HER.

SOMEPLACE GOOD AND *SAFE*.

AT LEAST *WE'RE* ALL OUT OF DANGER NOW.

COFFEE

UNLEASHING THE RAMPAGING HORDES OF *SPIDER-HATERS* IS AN IMPRESSIVE *FEAT*, OCTAVIUS...

...BUT WHY NOT GO AFTER THE WALL-CRAWLER *YOURSELF?* YOU'RE STRONGER THAN *EVER*, AND YOU ALMOST *BEAT* HIM LAST TIME.

I NEARLY DID JUST THAT WHEN ONLY SECOND-STRINGERS LIKE THE *SPOT* AND *FREAK* RESPONDED TO MY OFFER...

Kravinoff Mansion.

...BUT WORD SPREAD QUICKLY, AND NOW SPIDER-MAN'S MOST *FORMIDABLE FOES* ARE GRINDING AWAY AT HIM.

SO LET THEM DIRTY THEIR HANDS AND WEAR HIM DOWN WHILE I PREPARE MY BIOCHEMICAL MASTERPIECE.

BESIDES, I REMAIN FIRMLY IN *CONTROL*. SPIDER-MAN CANNOT ESCAPE AS LONG AS I CONDUCT THIS OPERA. I KNOW HIS WHEREABOUTS AT *ALL TIMES*.

SO OFTEN HAVE I BEEN UNDONE BY HIS INFERNAL, HIDDEN *"SPIDER-TRACERS"*--

--THAT I'VE PLAYED HIS OWN MOST CUNNING TRICK *AGAINST* HIM!

HA.

AND NOW MY *OCTO-TRACER* HAS GIVEN YOU ALL YOU NEED TO KNOW...

...TO END THIS, *SWIFTLY*... AND IN OUR *FAVOR*.

GO.

587 Park Avenue.

MARY JANE!?

WHAT ARE YOU *DOING* HERE? WHO *ARE* THESE PEOPLE?

WAIT! ARE THOSE HORNS? IS THAT *BLOOD? WHAT THE--?*

GUYS, THIS IS MY PRODUCER, *SHELLY HATTON.*

SHELLY, THESE ARE MY FRIENDS, *LILY HOLLISTER* AND *HARRY OSBORN.*

LILY'S IN *TROUBLE.*

WELL, YOU'RE NOT BRINGING IT *HERE!* I'M ON MY WAY OUT THE--

SHELLY, DO YOU REMEMBER *CANCUN?* AND THE MOONLIGHT? AND THE RUM? AND THE SHERIFF'S DAUGHTER?

I DO.

AND WHO ENDED UP GETTING YOU OUT OF *JAIL?*

SIGH

LILY'S BEING *HUNTED,* SWEETIE. AND WE NEED TO HIDE HER IN YOUR *PANIC ROOM* UNTIL WE CAN FIGURE OUT A *PLAN.* YOU *GO.* WE'LL BE *FINE.*

MJ WATSON, YOU COULD SELL WATER TO A DROWNING MAN.

IT'S TRUE.

AND AGAIN, YOU *NEVER SAW US.*

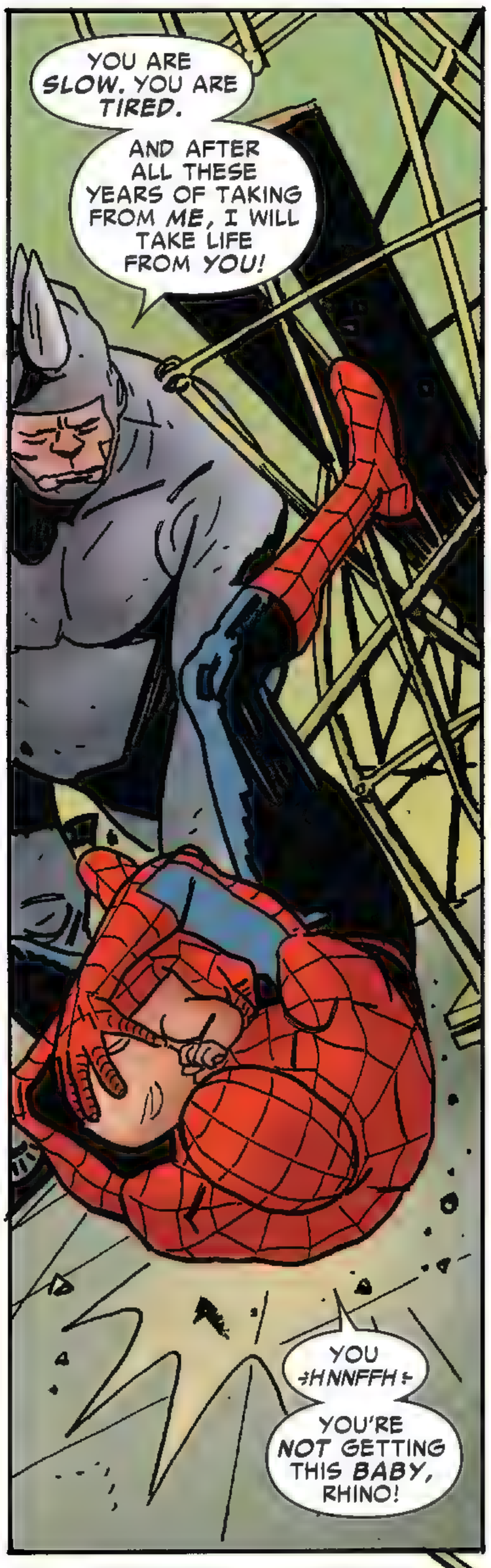
I'M SEALING THE DOOR.

NOT WITH ME *INSIDE.*

YOU STAY HERE WITH LILY. I...

...I HAVE A *PLAN.*

⇢hhkkghaa!⇠
⇢hhkkghaa!⇠
Shh! Shh! DON'T BE SCARED, BABY O! IT'S OKAY!
KINDA.
KRASH
I CAUGHT YOU AT A GOOD TIME, SPIDER-MAN!


YOU ARE SLOW. YOU ARE TIRED.
AND AFTER ALL THESE YEARS OF TAKING FROM ME, I WILL TAKE LIFE FROM YOU!
YOU ⇢HNNFFH⇠
YOU'RE NOT GETTING THIS BABY, RHINO!

BABY? I DO NOT CARE ABOUT THE CHILD. I'M AFTER YOU!
WHAT?

OKAY,
STOP!

JUST... JUST...

I HAVE A BABY IN MY HANDS, RHINO! A NEWBORN BABY, FOR THE LOVE OF GOD!

YOU BLAME ME FOR THE DEATH OF YOUR WIFE! I GET THAT! YOU HATE ME, AND I'M NOT ESPECIALLY FOND OF YOU!

BUT! IT'S! A! BABY!

AND IT IS GONNA *DIE* IF YOU DON'T *BACK THE HELL OFF! WOULD OKSANA* BE PROUD OF YOU *THEN?*

I *HAVE* TO GET HIM TO *AVENGERS MANSION!* IF YOU WANNA THROW DOWN *AFTER THAT*, I'LL MEET YOU *ANYWHERE YOU LIKE!* BUT *NOT HERE, NOT NOW!*

THIS BABY IS NOT PART OF THIS FIGHT!

DO YOU STILL HAVE ENOUGH OF A SOUL INSIDE THAT STUPID GET-UP TO UNDERSTAND?

GOOD LUCK.

THANKS.

FOR *NEXT TIME*, I MEAN.

YOU WILL FALL...AND YOU WILL DIE.

OH, MY GOD. YOU ACTUALLY GOT RHINO TO LISTEN TO REASON, KIDDO!

I SHOULD TAKE YOU ON AS A SIDEKICK! "THE ADORABLE SPIDER-BABY"!

OR I COULD STOP JOKING AROUND AND GET YOU INSIDE BEFORE WE BOTH WILT OUT HERE.

AAAAND THERE IT IS. CLOSER THAN I THOUGHT. AVENGERS MANSION. AIR CONDITIONING, COLD DRINKS, FLATSCREEN TV.

LET ME INTRODUCE YOU TO ALL THE COMFORTS OF OUR TIMES.

I WONDER WHO'S ON DUTY?

I HOPE JESSICA. OR LUKE CAGE. THOSE TWO ARE ALREADY PARENTS. THEY'LL KNOW WHAT TO DO WITH YA!

MAN, I REALLY WISH THEY'D GET A NANNY.

ANYHOO, HANG IN THERE, LI'L OZZIE, WE'RE ALMOST--

--HOME--

DADDY.

AAAAH!

HSSSSSHHH!

NYAAAAGHH!

HSSSSSHHH!

I DON'T--? HOW--?

HAWKEYE! IRON FIST! SOMEBODY, JEEZ!! THIS DANG BABY'S TRYING TO EAT ME!

CAN ANYBODY HEAR ME IN THERE?

SOMEBODY-- ANYBODY--!

KANGGG

...

HEY. HOLD ON A SECOND...

SCHSCH

CUTE BABY, UGLY LOT.

NO MANSION. NO MONSTER.

NICE TRY--

HNNNH--

--MYSTERIO, YOU HALF-WITTED BUBBLE-HEAD!

FWAM!

SLOPPY WORK, MR. "MASTER OF ILLUSION"! YOU KNOW WHAT HAPPENS WHEN YOU GO RAMMING THROUGH THE REAL MANSION GATES WITHOUT FOLLOWING PROTOCOL?

KLAXONS AND SECURITY LOCKDOWNS OUT THE WAZOO, THAT'S WHAT!

THE INSTANT I WASN'T GRABBED BY ADAMANTIUM LEG-CUFFS, I SMELLED YOU ALL OVER--

--THIS?

OH, DANDY.

LOOK WHO KISSED AND MADE UP!

DANG IT! THE BABY'S *BREATHING* IS GETTING MORE *RAGGED* BY THE *SECOND!*

I'M SCARED HE'S *DYING* IN MY *ARMS!* HE'S GOT *GOBLIN BLOOD* IN HIM--HE'S GOTTA BE *TOUGHER* THAN THAT, RIGHT?

PLEASE, GOD, IF YOU'RE *UP THERE*...HAND ME A *MIRACLE,* OKAY? NOT FOR *ME*...DO WHAT YOU *WANT* TO *ME*...BUT FOR THIS *INNOCENT KI--*

HARRY? HARRY *OSBORN?*

I'VE =AHUH= I'VE BEEN--BEEN *FOLLOWING* YOU--

=AHUH=

SPIDER-MAN!

DON'T PASS *OUT.* TAKE A *BREATH.* HOW'D YOU *FIND* ME?

ARE YOU =AHUH= *KIDDING?* I HAD...HAD *NO TROUBLE...!*

BETWEEN *NEWS CREWS, COPS* AND *CELLPHONES,* YOU'RE BEING TRACKED TO THE *BLOCK* BY EVERY TV AND LAPTOP IN THE *CITY!*

DON'T YOU *SEE?* YOU *CAN'T* KEEP THE BABY *SAFE!* SPIDEY...

...LET *ME* TRY. I *HAVE* TO TRY.

HE'S MY *BROTHER.*

OKAY. OKAY. YOU MAY BE *ON* TO SOMETHING. THIS MIGHT *WORK--*

--BUT *ONLY* IF YOU GIVE ME A SECOND TO ASSEMBLE--

--MY OWN LITTLE *DECOY* BUNDLE-OF-JOY!

NOW GET *BABY O* TO THE NEAREST HOSPITAL WHILE I FAKE THE *WORLD* OUT!

THANK YOU.

FORGET IT. JUST NAME THE KID "*SPIDER-MAN.*"

ON SECOND THOUGHT, *DON'T*. I WOULDN'T EVEN WISH THAT ON *ME*.

AND THERE'S THE *DISGUSTING DUO* NOW. IF I CAN JUST GET THEIR *ATTENTION*...

SPIDER-MAN!

...LIKE *THAT* WAS A PROBLEM.

YOU THINK YOU'RE SO *BAD?*

I FACE BIGGER TROUBLES THAN YOU *EVERY* DAY IN THIS TRAGIC OPERA I CALL A LIFE.

LOSING *FRIENDS.*

JOBS.

A *REPUTATION.*

EVERYTHING THAT COULD *POSSIBLY* MAKE ME WANNA GET OUT OF *BED* IN THE MORNING!

WHATEVER IT *IS*, IF IT DOESN'T *REJECT ME*, IT GETS *DESTROYED!*

WELL, I'VE *HAD* IT. I'M *SICK* OF LOSING. IT'S ALL GOING TO *STOP*, DO YOU *HEAR* ME?

AND IT'S GOING TO STOP--

--NOW!

?

HARRY?

HARRY, *MOVE*, MAN!

WHAT'S HE *WAITING FOR?* WHY ISN'T HE RUNNING FLAT-OUT?

NO!

AAA-HAAAA!

MIIINE!

HEY, GIVE THAT BACK.

STOP, STOP, HELP.

ETCETERA, ETCETERA.

HURRRR?

YOU *MONSTER!* I LOVED THAT GARBAGE!

LOVED IT ALMOST AS MUCH AS I LOVE PUNCHING YOU IN THE *FACE!*

OSBORN, WHAT ON EARTH IS THE MATTER WITH--

SPIDEY...

HE...

HE DIDN'T MAKE IT.

NO.
NO NO NO NO
NO!
SPIDEY, IT'S NOT YOUR--
THAT BABY WAS MY RESPONSIBILITY! MINE! I WAS ALL HE HAD!
HE WAS DEPENDING ON ME!
I WANTED TO SAVE HIM! ALL I'VE BEEN THROUGH THESE LAST FEW WEEKS-- ALL THIS HELL--
--ALL I WANTED WAS TO SAVE ONE LITTLE LIFE! TO NOT FAIL THIS ONE TIME!
ONE LITTLE WIN, JUST ONE-- AND OCK TOOK THAT FROM ME!
WELL, NO MORE! I'VE HAD IT! CAN YOU HEAR ME, OCTOPUS?
I'M SICK OF LOSING! I'M SICK OF ALWAYS BEING THE ONE TO PAY!
I'M COMING FOR YOU AND YOURS! IT'S TIME TO MAKE YOU PAY!
OH, MY GOD...

...HE BOUGHT IT.

AMAZING SPIDER-MAN #645
COVER BY MARKO DJURDJEVIC

"ANYTHING ON *SPIDER-MAN*, OFFICER?"

UTILITY CHEMICAL CO. Plant No. 7 Est. 1926

"NO, SIR. NO ONE'S *SEEN* HIM SINCE NIGHTFALL.

IN TRADE.

DANGER !

"*OR* THE BABY. COUPLE *RUMORS*, THOUGH.

"SOMEONE SAW HIM *CLIMBING*, NOT *SWINGING*, LIKE HE RAN OUT OF *WEBS*."

"HE CAN RUN OUT OF WEBS?"

"HOW SHOULD I KNOW?

"ANYWAY, THEY SAID HE WAS *ALONE*. NO BABY. AND, THEY SAY...

"...HE LOOKED *CRAZY ANGRY*."

Chelsea.

ANGRY? WITH THAT MASK, WHO CAN TELL?

POLICE

SORRY, LIEUTENANT...

...THAT'S JUST WHAT I HEAR.

THEN LET'S GO EASY ON THE RUMORS.

DEPENDING ON WHO YOU LISTEN TO, THE BABY'S ALIVE, THE BABY'S DEAD, SPIDEY KIDNAPPED THE KID, SPIDEY RESCUED THE KID--

POLICE DEPARTMENT CITY OF NEW YORK

SAVE ME!

HEY, I KNOW YOU. HYPNO-DERMIC...?

HYPNO-HUSTLER.

YOU GOTTA HELP ME! HE'S ON A RAMPAGE!

CALM DOWN, SPECS. WHO'S ON A RAMPAGE?

THE WALL-CRAWLER!

THWAM

SOMEBODY DIDN'T RUN OUT OF WEBS.

IS THAT... *DIABLO? THE SPOT?* AND WHO'S THE--

OVERDRIVE. ALL THREE ARE *WANTED FELONS.*

NOT *ANYMORE.* DRAG THAT...*BUNDLE* INTO A *CELL* AND KEEP YOUR *WEAPONS TRAINED* 'TIL I CAN PULL IN AN *EXPERT* ON *META-HUMAN PERPS.*

THAT AIN'T GONNA *STOP* HIM! *YOU GOTTA PROTECT ME!*

AND HIDE *THIS* GUY IN CLOWN COLLEGE SOMEWHERE.

LIEUTENANT, WHAT'S ALL THIS *MEAN?*

...

IT MEANS OUR FRIENDLY NEIGHBORHOOD *SPIDER-MAN* ISN'T FEELING PARTICULARLY *FRIENDLY* TONIGHT.

Midtown.

COMPUTER, CHECK THE PAST HOUR'S *VIDEO ARCHIVE.* GIVE ME CITYWIDE GEOLOCATION COORDINATES ON TARGET: *SPIDER-MAN.*

40.760391, -73.97687 AT TIMESTAMP 20:37:00.

40.740633, -73.979583 AT TIMESTAMP 21.02.14.

HUH. HE DIDN'T *GET* FAR, BUT THAT'S ENOUGH TO EXTRAPOLATE *TRAJECTORY.* GIVE ME--

SCREWBALL!

AAAH!

BACK *OFF,* LOSER!

NO, NO. *LOOTER. LOOTER.* NOT *LOSER.*

YOU *WISH. SCRAM.* I GOT AN *INFANT HOSTAGE* TO FIND AND CASH IN! MAMA NEEDS A NEW PAIR OF *HIGH-DEFS!*

TAKE IT EASY. HAVEN'T YOU *HEARD?* THE BABY'S *DEAD* AND SPIDER-MAN'S GONE *BERSERK.* HE'S TAKING IT OUT ON *ANYONE* WHO MIGHT HAVE BEEN HUNTING FOR THE KID.

OH, IS THAT SUPPOSED TO SCARE ME OFF? YOU THINK I'M FALLING FOR THAT?

WHAT WAS I, BORN *YESTERD--*

THWIPP

SCREWBALL!

...

SCREWBALL?

WHERE'D SHE--

AWW, NO. HE'S HERE! HE'S HERE SOMEWHERE!

OH GOD, OH GOD, OH--

AAAAH!

L-LEAVE ME *ALONE!* I DIDN'T *DO* ANYTHING!

I DIDN'T LAY A *HAND* ON THAT BABY! I NEVER EVEN *SAW* IT!

PLEASE!

HAVE *MERCY--!*

Kravinoff Mansion.

CHAMELEON REPORTING IN.

PACKAGE IS SECURED. ARE WE STILL AGREED ON THE MONEY?

PAYABLE UPON DELIVERY.

THAT'S A LOT OF GREEN TO TRADE FOR A NEWBORN, OCTOPUS. WHAT'S IN THIS FOR YOU, AGAIN?

NORMAN OSBORN AND LILY HOLLISTER WERE BOTH ORDINARY HUMANS WHO WERE RADICALLY, BIOLOGICALLY ALTERED-- UPGRADED--

--BY SLIGHTLY DIFFERENT VARIATIONS OF OSBORN'S GREEN GOBLIN SERUM.

THAT MAKES THEIR OFFSPRING SUI GENERIS. THE FIRST OF A NEW SPECIES.

AND AS SUCH, I STRONGLY SUSPECT THE INFANT'S SINGULAR BLOOD CARRIES WITH IT SOME TRAITS THAT MIGHT HELP LIBERATE ME OF THIS WITHERED CARCASS I NOW CALL A BODY.

I NEED THAT BABY, CHAMELEON.

"HOW ELSE AM I GOING TO OBTAIN A SAMPLE OF THE MATCHLESS GOBLIN/ MENACE CHEMISTRY?

"THE SERUMS THAT CO-MINGLED WHEN OSBORN AND HOLLISTER REPRODUCED...

"...THEY'RE BEYOND MY PROCUREMENT."

587 Park Avenue.

OH, TERRIFIC, SHE'S WAKING UP...!

COME ON, LILY! YOU CAN'T PANIC IN *HERE*--

--THIS IS A *PANIC ROOM!*

UNNNH

...THEY TOOK...TOOK MY *BABY*...

...PHONE... NEED A PHONE...!

HONEY, I DON'T KNOW THAT YOU'LL EVEN GET A *SIGNAL*--

PHONE!

FINE! USE *MINE!*

MARY JANE WATSON... HARRY'S FRIEND, RIGHT?

YEAH, WE MET AT HARRY'S WELCOME HOME BASH A FEW MONTHS BACK.

I'M SO S-SORRY.

BOOP BEEP, BOOP BEEP BOOP BOOP!! BEEP BOOP BEEP BOOP BEEP—

FOR WHAT, THE *BILL?* DIAL MORE *NUMBERS* WHILE YOU'RE AT IT.

WHERE ARE YOU CALLING, *ATLANTIS?*

LILY, WE'RE *SAFE* IN HERE!

"MY FRIEND SHELLY IS RIGHT OUTSIDE GUARDING US!"

GO *AWAY!* I HAVE A *WEAPON!*

BAM BAM BAM

BAM BAM

POLICE!

ALL RIGHT! *ALL RIGHT!*

CARLIE COOPER, NYPD. I'M LOOKING FOR MARY JANE WATSON AND LILY HOLLISTER.

YOU GOT A WARRANT, OR DO I CALL MY LAWYER?

I'M HERE ON A PERSONAL MATTER. I REALLY NEED TO SEE HER. THEM. I--

WELL, FAT CHANCE. THEY TALKED THEIR WAY INTO MY PANIC ROOM. NO WAY IN.

WANT TO BET?

TOMBSTONE--?

WHUNCH

THANKS FOR LEADING ME RIGHT HERE, HONEY. YOU'RE A HELLUVA COP.

NOW LET'S PAY OUR RESPECTS TO THE NEW MOTHER.

KUNNGGG

OH, NO...

HOLLISTER!

KHAAN

ENOUGH RUNAROUND.

YOU CAN TELL ME WHERE THE KID IS, OR YOU CAN DIE NOW.

PICK.

SHE DOESN'T KNOW!

WE DON'T KNOW ANYTHING!

...NORMAN... NORMAN BUILT IN SPECIAL REMOTE ACCESS TO IT...I CAN SUMMON IT...

BIP BEEP BOOP

SUMMON WHAT?

YOU!

BACK AWAY FROM MY FRIEND! I MEAN IT!

OH. NOW SHE'S YOUR BUDDY. THAT'S NEW.

NO, IT'S *NOT!* IT'S *ALWAYS* BEEN TRUE! AND I JUST--

LILY, YOU WERE LIKE A SISTER TO ME UNTIL--I JUST PRAY YOU'RE STILL HUMAN ENOUGH TO BE WORTH THIS!

WOW. THOSE ARE THE SWEETEST *LAST WORDS* I THINK I EVER *HEARD.*

GET BACK!

BLAM BLAM BLAM

CLR SEND OK END

BIP

WHAM-OOM!

!

THWAM!

WHAT WAS--?

M-MY MENACE GLIDER...

MAN, THAT THING CAN *HIT*. ARE YOU OKAY?

I THINK. WAIT. WHERE'S *HARRY?*

DESTINATION *UNKNOWN*. STOP *SHAKING*, KIDDO. THAT WAS PRETTY BAD-ASS. I'M *IMPRESSED*.

NICE TO KNOW PARKER'S FINALLY FIGURED OUT HOW TO *PICK* 'EM.

PETER! HE WASN'T IN THE *COFFEE BEAN!* HE'S NOT WITH *YOU?*

HE...*UMMM*...HE *CALLED*. HE WAS...*HELPING* PEOPLE AFTER *DOC OCK LEVELED* THE PLACE--

--AND *SPIDER-MAN* PULLED HIM *AWAY* TO...TO WHERE HE COULDN'T GET *BACK!*

OKAY... OKAY... BUT...

TRUE ENOUGH, AS SEEN BACK IN ISSUE #642! THANKS FOR COVERING, MJ!--WACKER.

"...WHERE IS HE NOW?"

Hell's Kitchen.

Vinegar Hill, Brooklyn.

Battery Park.

Manhattan's Westside. Pier 92.

WHAT DO YOU *MEAN*, IT'S *OVER*?

LISSEN T' ME! OCK'S CALLED OFF THE *REWARD*. WE CAN'T *WIN* NO MORE. BUT *SPIDEY'S* GONE *NUTS*, SO WE CAN STILL *LOSE*.

WAIT, OCK DOESN'T NEED THE RUGRAT AFTER ALL?

I'M *TELLIN'* YA, DAN, HE MUSTA *GOT* IT ALREADY OR SOMETHIN'--

--AN' NOW *WE'RE* LEFT HOLDIN' THE *BAG!* WELL, I AIN'T TAKIN' THE HIT FOR *HIM*, ARE *YOU?*

NOT OUR *PROBLEM*, SANDMAN. MY GANG, WE'RE THE ENFORCERS, NOT THE *KIDNAPPERS*. WE DIDN'T HAVE ANY *PART* OF THIS WHOLE--

TELL THAT T' *SPIDER-MAN* WHILE HE'S PULLIN' YOUR FEET OUT THROUGH YOUR *THROAT!* WE'RE *ALL* TARGETS WHETHER WE LIKE IT OR NOT!

TELL 'EM, SHOCKER! WE ALL GOTTA STICK *TOGETH*--

SKRAAANCH

--THE *HELL*--?

EARTHQUAKE--?

IN *MANHATTAN?* PAL, I'VE *BEEN* IN EARTH-QUAKES--

--AND THEY DON'T MOVE *ANYTHING* LIKE *THIS!* LIKE SOMETHING'S ROCKING US TO *SLEEP!*

PERMANENT SLEEP! I *WARNED* YOU!

IT'S HIM! I DUNNO *HOW*--

SKREEUNNKK-KK-K--

"--BUT IT'S *HIM!*"

GHAAH

CAN'T--HOLD TOGETHER--!

÷HPPPFFTT!÷

DAN! MONTANA! WAKE UP! ARE YOU THERE? DID HE GET YOU?

I CAN'T SEE NOTHIN'!

WHERE ARE YOU GUYS?

SPLASH

→KOFF←
→KOFF←

HELP!

→HHKAFF←

HELP →KOFF← ME!

YOU!

DON'T →KAFF← LET ME *DROWN!* YOU *WOULDN'T!*

I'M BEGGING YOU...SAVE ME...!

...SPIDER-MAN...!

KILL

YOU

NYAAAAH!

WORM

NO...NO, SWEET GOD, NO...!

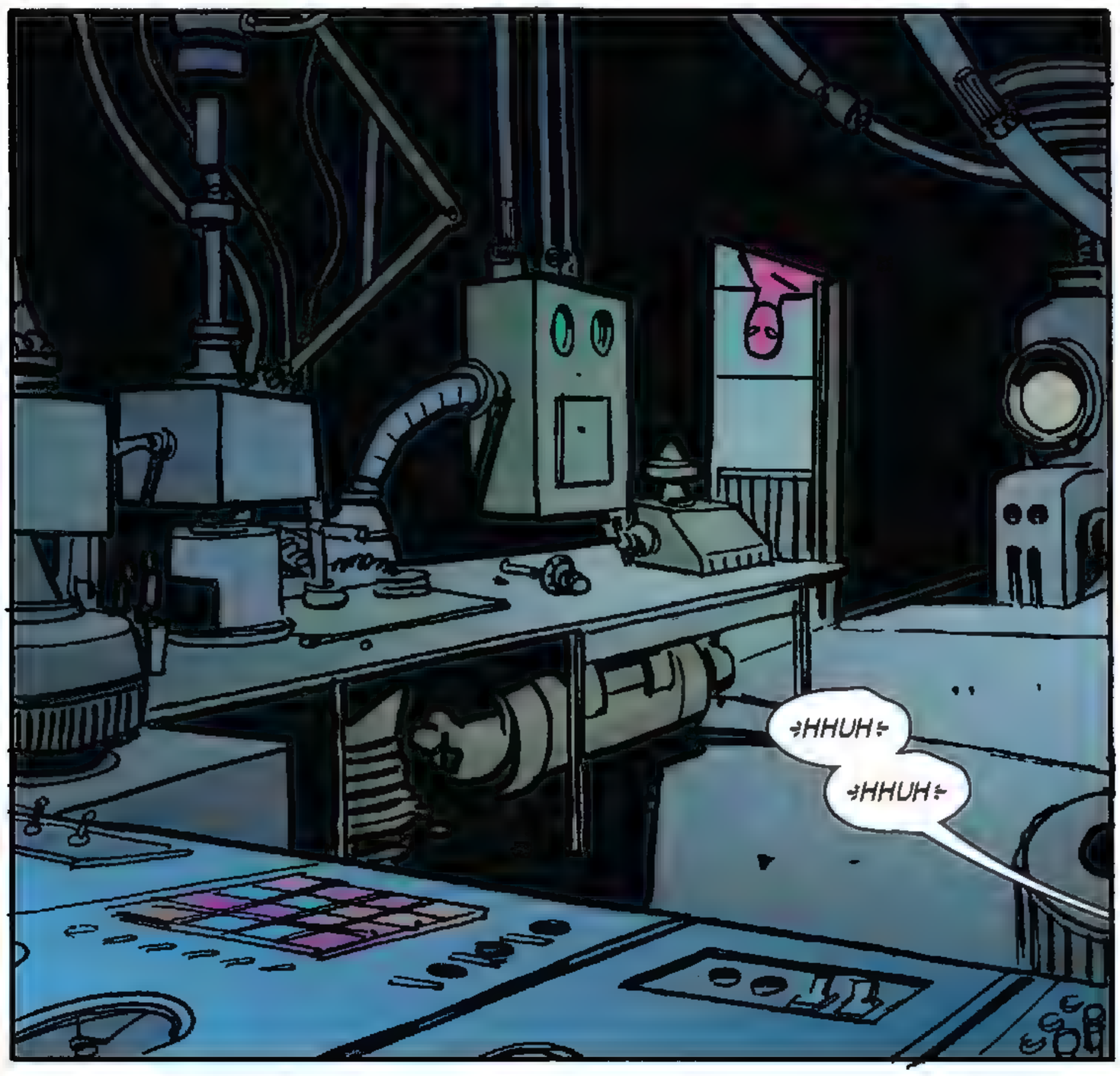
WITHOUT MY COSTUME ON, THE VIBRATIONS WILL KILL ME!

IT'S OCK! IT'S ALL OCK! THIS IS HIS DOING, ALL OF IT, I SWEAR! GO GET HIM!

HE'S AT KRAVINOFF MANSION!

FA-WHAM!

-HHUH-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HH--!-

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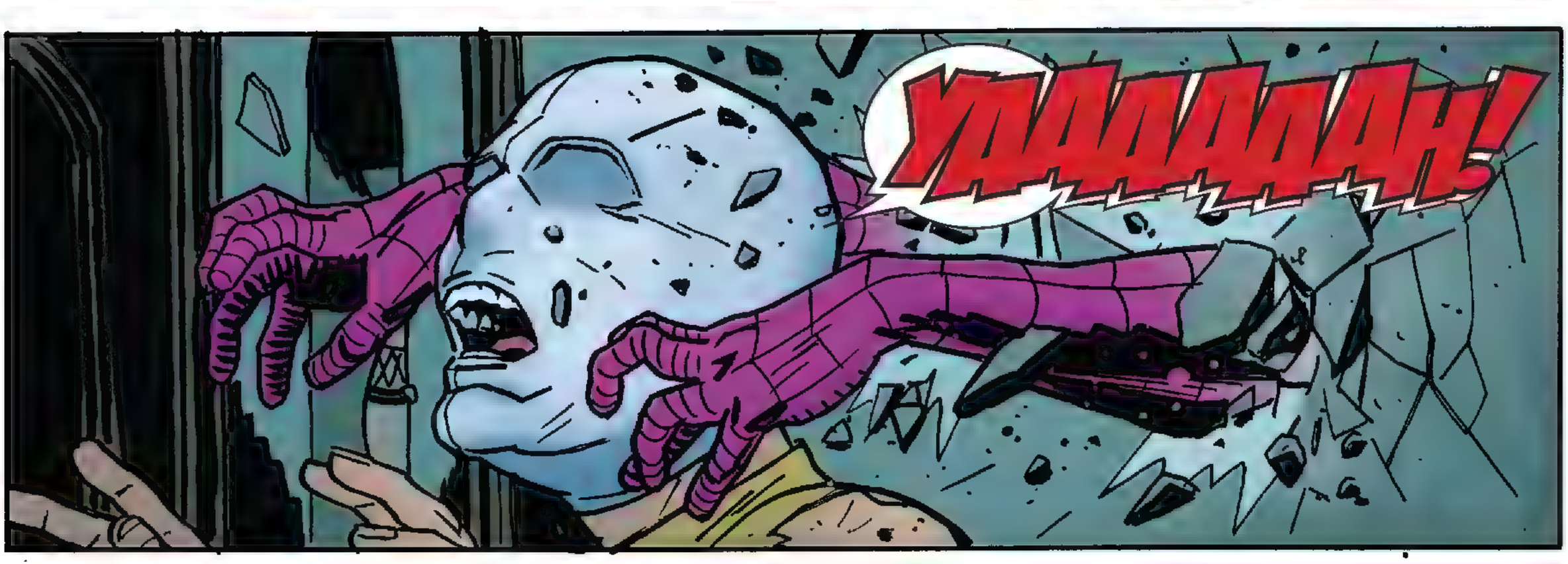

УДДДДДДДН!

THWHOOM

GHHH--!

YOU'RE ON TO ME! I KNEW IT!

FORGIVE MEI'MSORRY SOSORRY--!

FOR WHAT?

ALL OF IT! HELPING THE KRAVENS! PRETENDING TO BE *HARRY OSBORN!* STEALING THE *BABY, LYING* TO YOU THAT HE WAS DEAD!

ALL OF *IT!*

THE BABY'S ALIVE?

WHERE IS HE?

"I-I DON'T *HAVE* HIM! I WENT TO *DELIVER* HIM, RIGHT TO OCTOPUS' DOOR, BUT THEN--

"--DEAR LORD, IT WAS *HORRIBLE! HE* RIPPED THE KID RIGHT OUT OF MY *HANDS! I FOUGHT, I SWEAR,* BUT--"

--BUT OCK DIDN'T WANT TO HEAR *EXCUSES!* WHEN I SHOWED UP *EMPTY-HANDED,* HE BEAT ME *HALF TO--*

SHUT UP! WHO ARE WE TALKING ABOUT?

WHO TOOK THE BABY?

HIM! IT!

"THE LIZARD!"

AMAZING SPIDER-MAN #646
COVER BY MARKO DJURDJEVIC

Below New York.
A MAKESHIFT LAB CREATED BY THE LIZARD'S FOLLOWERS.

DISGUSTING LITTLE MONKEY.

STINKING UP LIZARD'S NEST.

USSSING KAHNNEERS BRAIN HURRRTS

SUCKLING DOWN MAMMAL FLUID.

LIZARD HATES YOU.

BUT LIZARD HATES OSBORN EVEN MORE.

LITTLE MONKEY WILL BE GOOD BARGAINING SHOULD OSBORN EVER MAKE TROUBLE AGAIN.

MAYBE.

OR MAYBE LITTLE MONKEY IS NOT NEEDED AFTER ALL...

UH-HUH! UH-HUH! I S-SEEN IT!

TH-THAT WAY! DOWN THE *T-TRACKS!*

-HKKK-

IT *LOOKED* AT ME WITH ITS BEADY EYES AND MY BLOOD WENT UP!

THEN IT RUN INTO THE *TUNNEL!*

Y-YEAH... I THINK IT HAD SOMETHIN' WITH IT!

COULDA BEEN A BABY, I GUESS, I *DUNNO--!*

IT WAS.

SPIDER-MAN!

TRYING TO FIND *CONNORS* THE *KIDNAPPER*, OCTOPUS? YOU'RE IN *LUCK*.

QUIT HASSLIN' *HOBOS* AND FOLLOW *ME!* I'LL LEAD YOU RIGHT *TO* HIM!

NO! I WILL NOT ENDURE ANOTHER SECOND OF YOUR CRETINOUS INTERFERENCE IN THIS MATTER!

THIS IS HOW YOU TREAT YOUR *TOUR GUIDE?* I BET YOU'RE A LOUSY *TIPPER*, TOO! C'MON!

RIGHT THIS WAY, FOLKS! STAY WITH THE *GROUP!* WE'RE *CRAWLING*...WE'RE *CRAWLING*...

I SHOULD HAVE KILLED YOU WHEN I HAD THE *CHANCE*. WHY WOULD YOU ASSIST *ME?*

OH, SINCE WHEN DID YOU OF *ALL* PEOPLE GET BAD AT *MATH?*

TEN ARMS ARE BETTER THAN *TWO*, AND IF NORMAN OSBORN'S BABY *DIES*, WE *BOTH* LOSE. SO LET'S SAVE HIM *NOW* AND FIGHT OVER HIM *LATER*.

IN THE MEANTIME, I WANT YOU WHERE I CAN KEEP AN *EYE* ON YOU. YOU GET *THAT* MUCH, RIGHT?

NO.

PROVIDED THIS ISN'T ONE OF YOUR PATHETIC TRICKS, THE MOMENT WE FIND THE CHILD, I WILL SLAUGHTER YOU AND THE LIZARD. YOU KNOW THIS.

GOOD LUCK. CONNORS HAS *CHANGED* SINCE THE LAST TIME *YOU* SAW HIM.

HE'S *TOTALLY* INHUMAN. TOTALLY *RUTHLESS*. AMONG *OTHER* DIFFERENCES.

BAH! HE IS STILL MEAT!

INTERESTING WAY TO *PUT* THAT. YEAH, I'D SAY WE'RE DEFINITELY ZEROING *IN* ON HIM.

GUESS HOW I *KNOW*. ONE *CLUE*: IT'S NOT MY *SPIDER-SENSE*.

OH! SPEAKING OF WHICH, I FIGURED OUT WHY IT'S BEEN TINGLING *NON-STOP* SINCE WE TANGLED AT THE *COFFEE BEAN*.

YEAH, *THAT*.

CHAMELEON *BLABBED* ABOUT THE KNOCKOFF *"OCTO-TRACER"* YOU PLANTED ON ME. I'M CHANGING YOUR NAME TO *"DR. TRADEMARK INFRINGEMENT."*

NOW, WHERE *WAS* I? OH, YEAH. I CAN TELL WE'RE GETTING CLOSE TO THE *LIZARD*--

...MONKEY BRAIN...

--BECAUSE YOU'RE *NOT* AN OCTOPUS, NOT *TODAY*--

--YOU'RE A CANARY IN A COAL MINE!

CRUNCH

AND YOU ARE PREY!

YOU TALK TOO MUCH!

YOU SHOULD SEE MY *TWITTER FEED.*

IF YOU'D BOTHERED TO DO AN ADEQUATE AMOUNT OF *OPPOSITION RESEARCH,* DOC, YOU'D HAVE *KNOWN--*

--THAT NOWADAYS, LIZARD'S *PROXIMITY* BRINGS OUT THE BRAIN'S PRIMITIVE *REPTILIAN INSTINCTS!* IN *OTHER* WORDS--

KILL YOU!

--WHEN HE'S *NEAR,* YOU GET *IMPULSIVE,* YOU FOLLOW *BASE URGES,* YOUR *ID* KICKS YOUR *SUPEREGO* IN THE *FACE--*

--AND WHAT'S *MOST* DELIGHTFUL FOR A SMART GUY LIKE *ME* WATCHING IT HAPPEN TO *YOU--*

DIE!

--YOU GET *STUPID!*

FORTUNATELY FOR ALL MY DEVOTED ADMIRERS--

--A STIFF, PREEMPTIVE DOSE OF DOC CONNORS' PATENTED REPTILE-SUPPRESSING TONIC KEEPS ME IMMUNE!

YOU WOULD HAVE A POINT THERE--

--IF I HADN'T TAKEN THAT INTO CONSIDERATION--

MONKEY FLING WORDS LIKE FECES! AS IF THEY COULD REPEL ME!

YOU BRAG ABOUT WISDOM BUT DID NOT THINK AHEAD! NO INSTINCT, NO PLAN!

YOUR POWER'S NO GOOD IN SMALL ENCLOSURE! NOWHERE TO SWING, NOWHERE TO CLIMB!

--AND RUN A VERY DELIBERATE PATTERN DESIGNED TO TIE YOU IN KNOTS--

AS IT DID BACK IN ISSUE #633, WHO SAYS SPIDEY NEVER LEARNS HIS LESSON? —SERUM-SWIGGIN' STEVE

--SO I COULD DO THIS!

SMASH

BIG, BAD *GENIUS*. SMART DOC WOULD *NEVER* HAVE FALLEN FOR THAT. PLAYED *RIGHT* INTO MY--

UNNHHH

WHAAM!

HHNNH!

MAMMAL! YOU DO NOT BELONG HERE!

THIS IS MY TERRITORY!

AND IT'S A REALLY SUCKTASTIC *NURSERY*, SO *BACK OFF!*

SEE, I DIDN'T JUST *SWIG* THE SERUM THAT KEEPS THE LIZARD BRAIN IN *CHECK*--

--I *ARMED* MYSELF WITH IT, *TOO!*

FSSSSS

HURRR!

POISONNN!

EXACTLY. AND I WILL *FORCE-FEED* IT DOWN YOUR *UGLY THROAT*, DROP BY *DROP*...

...UNLESS YOU HAND OVER THE *BABY. RIGHT NOW. FULL STOP.*

NO NEED FIGHT. YOUNG MEAT YOURS. TAKE.

WHAT?

REALLY?

YOUNG MEAT DO LIZARD NO GOOD. DO MONKEY OCTOPUS NO GOOD.

DO NO ONE GOOD.

OH, GOOD *LORD*...WHAT KIND OF *MOONSHINE-STILL LAB* DID YOU TRY TO SET *UP* HERE?

OBVIOUS TO LIZARD. MONKEY SENSES LIKE DEAD ANIMAL'S. MISS EVERYTHING.

OH, THANK GOD HE'S OKAY...

...'SALRIGHT, LITTLE GUY, I GOTCHA...

YOUNG MEAT NOT SMELL RIGHT. I TRY TO TEST IT. FORGET HOW.

"NOT SMELL"...?

HANG ON. HANG ON. YOU'RE NOT TRYING TO TELL ME...?

THIS IS A BLOOD SAMPLE? DIRECTLY FROM THE BABY?

YESSS.

AND THESE ARE REAGENTS. PROVIDED NONE OF THIS IS TOO CONTAMINATED...

...I CAN DO A QUICK-AND-DIRTY METABOLIC PANEL...

...AND IT SHOULD SHOW HOW MUCH OF THE BABY'S BLOOD IS THE PRODUCT OF MENACE SERUM AND HOW MUCH IS GOBLIN...

...TAINTED...

...

NO. NO WAY...OSBORN'S BLOOD HAS A UNIQUE CHEMICAL FINGERPRINT, AND IT ISN'T...

...IT ISN'T HERE.

KIDDO, I GOT NEWS FOR YOU! WHOEVER YOUR DADDY IS...

...IT ISN'T NORMAN OSBORN.

YOU GOT THAT?

SO MUCH FOR A BARGAINING CHIP AGAINST THE GREEN GOBLIN! SO MUCH FOR SOME NEW SPECIES! SO MUCH FOR A BIOLOGICAL SINGULARITY!

LIZARD'S RIGHT! THIS BEAUTIFUL BABY BOY IS NOT THE DROID YOU WERE LOOKING FOR!

NO!

YES! WE WERE ALL WORKING OFF FALSE DATA, OCK! THAT SAID--

HHURR!

THWIP!

--THAT LETS NEITHER OF YOU OFF THE HOOK FOR THE HELL THIS KID'S BEEN THROUGH!

WHAT'S WRONG, DOCTOR? GOT ANOTHER HOUSE CALL? SKITTERING OFF SO SOON?

MUST GO GOT TO GO OUT OF LIZARD BRAIN RANGE MUST GET BACK INTELLECT REGAIN INTELLECT.

WHAT INTELLECT?

YEAH, YOU HEARD ME.

YOU'RE PATHETIC. YOU WERE THE MASTER PLANNER ONCE UPON A TIME! REMEMBER YOUR OLD SINISTER SIX? WHEN GUYS LIKE KRAVEN AND ELECTRO TOOK ORDERS FROM YOU?

I USED TO THINK YOU WERE SCARY SMART. BUT YOU LET YOURSELF GET OUTWITTED BY THE LIZARD, OCK.

AND NOW, WITH YOUR TAIL BETWEEN YOUR LEGS, YOU'RE RUNNING FROM HIM--

NO.

--YOU IDIOT.

R-R!!P

FREE!

NATURALLY, I WOULDN'T *EXPECT* YOU TO TAKE MY *WORD* ABOUT THE BABY--

--SO I'M LEAVING YOU A BLOOD SAMPLE YOU CAN TEST FOR *YOURSELF*--

--PROVIDED YOU *SURVIVE!*

LIZARD!

PREY

MEAT

BLEED

DIE!

AAHHRR!

VERMIN! YOU INFEST MY MIND! MY BRILLIANT MIND!

HOW DARE YOU?

LIZARD WANT, LIZARD TAKE! THAT IS THE WAY!

GET OUT OF MY HEAD!

OH, TO HAVE SOLD *TICKETS* TO THIS.

BUT AS CATHARTIC AS IT WOULD BE TO WATCH THESE TWO TEAR EACH OTHER LIMB FROM LIMB FROM LIMB FROM *LIMB* FOR TREATING AN INFANT LIKE A *FOOTBALL*...

...*BABY O* IS *WAY* OVERDUE FOR SOME *R&R* AND *TLC!*

BYE-BYE, BOYS. THANKS FOR THE *MEMORIES*.

587 Park Avenue.

NOW I KNOW WHY THEY CALL THEM "*PANIC ROOMS.*" WHEN MY PRODUCER WAKES UP AND SEES WHAT TOMBSTONE *DID* TO HIS *APARTMENT*, HE'LL *PANIC*, ALL RIGHT.

CARLIE, YOU *RECOVERED?*

I'M FINE, MJ.

GOD, WHAT A *DAY*. LILY GIVING *BIRTH*, HER *BABY* SNATCHED, *PETER* MISSING...

BOMP-A-BOMP-BOMP

HOLD ON...

GOOD NEWS FOR A CHANGE! IT'S *PETE*. HE AND THE BABY ARE *SAFE*.

FROM: TIGER

BABY OK. W/ME @AVENGERS TOWER. SEND HARRY/LILY, GIVE THEM THIS CODE:

MY BABY? HE'S *ALIVE?*

THANK *GOD*. ARE THE *POLICE* GONE?

COAST IS CLEAR, LILY.

I JUST WANT TO SAY IT AGAIN...I AM *SO* SORRY FOR TURNING MY BACK ON--

STOP. *I* WOULD TURN MY BACK ON ME.

THERE'S A *REASON* THEY CALL ME *MENACE*, CARLIE. I *AM* A MENACE-- TO EVERYONE I *CARE* ABOUT.

EVEN IF THINGS TURN OUT ALL RIGHT *TODAY*, THIS WILL NEVER *END*. *OSBORN'S* MEN WILL STILL BE AFTER ME, MY *BABY*, MY *FRIENDS*--

LILY! NO!

I HAVE TO *GO*--FOR *YOUR* SAKE. FOR *HIS*. I CAN'T BE IN MY BABY'S *LIFE*.

VROOM

TELL HIM I *LOVE* HIM.

TELL THEM *BOTH*.

LILY?

LILY, COME BACK!

LILLY!

WHERE'D SHE *GO*? I CAN'T JUST LET HER--

I KNOW. I KNOW. BUT THERE'S NOTHING YOU CAN DO FOR HER, HARRY.

BESIDES...

Avengers Tower

"...SOMEBODY *ELSE* NEEDS YOU RIGHT NOW."

HELLO?

HELLO? IS ANYONE *HERE?* *PETER PARKER* SENT ME! SPIDER-MAN GAVE HIM A *SECURITY CODE...?*

THROUGH *HERE!*

...

YOU DID IT. YOU REALLY *DID* IT.

YOU SAVED MY *BROTHER* FROM--

YOU DON'T KNOW THE *HALF* OF IT, OSBORN.

COMPUTER, DELETE *TEMPORARY ACCESS CODE.*

AND DON'T *WORRY*, THE BABY'S JUST *FINE.* DIAPERED, WARM AND *FED.*

PLUS, I'M STARTING A *SAVINGS ACCOUNT* FOR HIS *THERAPY BILLS.* IT KICKS IN THE FIRST TIME HE CALLS ME *"MAMA."*

AND ON THAT NOTE... WHERE'S *LILY?*

SHE...

...SHE *LEFT.*

IS THE BABY STILL BEING *HUNTED?* BECAUSE I HAD AN *IDEA* ABOUT HOW TO DEAL WITH *OCTOPUS...*

HE'S OFF THE TABLE. COAST IS *CLEAR.* FINGER.

WHAT?

FINGER.

OW!

THAT'S THE BIG BOY. NOW *RELAX.*

RELAX? WHO *ELSE* IS AFTER THIS BABY WITH HIS FATHER BEING--

--NOT WHO WE *BELIEVED.*

THAT'S WHY WE CAME *HERE.* I NEEDED A STATE-OF-THE-ART *DNA LAB* TO PLAY OUT A *THEORY.*

YOUR POP DID *NOT* BESTOW UPON THIS WORLD A LI'L *MINI-GOBLIN,* TURNS OUT. APPARENTLY, NOT EVEN *LILY* KNOWS WHO THE FATHER IS, TSK, TSK...

...BUT GUESS *WHAT,* HARRY OSBORN?

IT'S *YOU.*

I...WAIT... *WHAT?*

I KINDA HAD MY *SUSPICIONS.* IF *SCRAPPINESS* IS ANY INDICATION, THAT BOY'S MORE OF A HARRY OSBORN THAN A NORMAN.

WOW. *WOW.* I DON'T KNOW WHAT TO...DEEP DOWN, I ALWAYS *WANTED* IT TO BE...

OH, MY GOD. IT'S LIKE A *MIRACLE.* IF OCTOPUS REALLY *HAD* MADE OFF WITH THIS BOY, I HAVE TO *TELL* YOU...

"...I DON'T KNOW *WHAT* I WOULD HAVE DONE TO GET HIM *BACK.*"

YOU MAY NOT *TOTALLY* BE OFF THE HOOK *YET.* THE *AVENGERS* CONTACTED THE *AUTHORITIES,* SO THE *COPS* AND THE *FEDS* HAVE BEEN ADVISED THIS WAS A FALSE ALARM...

...BUT THERE MAY BE A *BAD GUY* OR TWO WHO HASN'T YET GOTTEN THE MESSAGE, SO BE *CAREFUL* FOR AT LEAST THE NEXT FEW DAYS. *CAPISCE?*

OH, AND IF HE GETS *CRANKY?* TICKLE HIS LITTLE *TUMMY,* OKAY?

HE LIKES THAT.

THIS MIGHT JUST BE THE KICK INTO ADULTHOOD THAT OL' HARRY'S BEEN *NEEDING*.

A WHOLE *NEW* HARRY.

ORIGIN OF A SPECIES, *INDEED*.

SPIDER-MAN INNOCENT!

EDGE

SPIDER-MAN CLEARED OF KIDNAPPING CHARGES

BLESS *STEVE ROGERS* FOR MAKING SOME *CALLS* ON MY BEHALF.

AT LEAST NEW YORKERS DON'T HATE ME FOR *KIDNAPPING* ANYMORE.

THEY *HATE* ME, BUT NOT FOR *THAT*.

MADAM

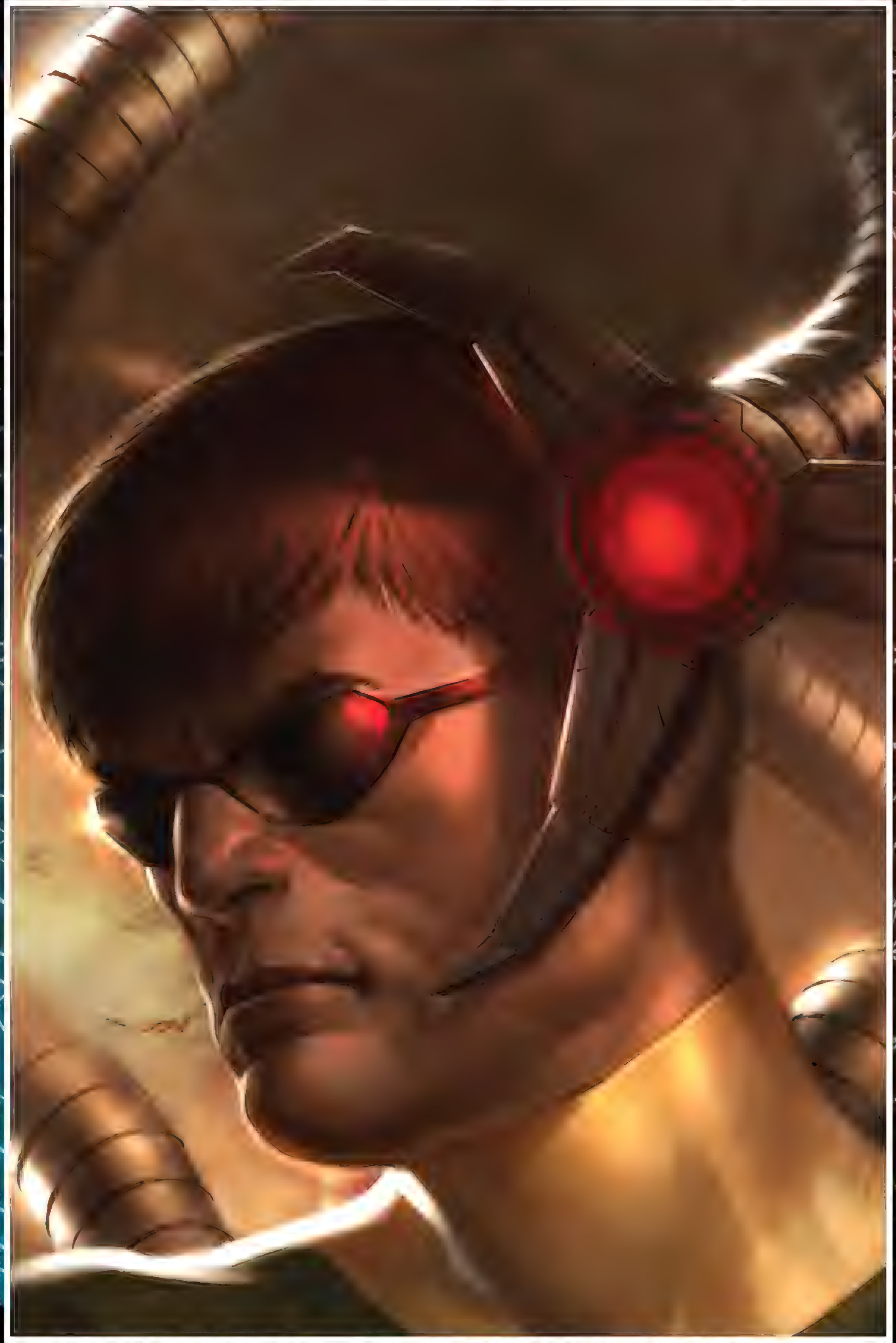
SILVER LININGS *EVERYWHERE*. I STILL HAVE A *SEMI-EVIL ROOMMATE, NO JOB, NO CLOTHES, NO CAMERA* AND *NO DOUGH*--

--BUT MAYBE *CAPTAIN AMERICA* HAS SOME CHAIN MAIL I COULD WEAR. MAYBE *IRON MAN* WOULD LOAN ME A FEW BUCKS. MAYBE *AUNT MAY'LL* COOK ME SOME *WHEATCAKES*.

AND MAYBE MJ WILL PUT IN A GOOD WORD WITH *CARLIE*. 'CAUSE UGLY AS MY LIFE *GETS*-- AND IT'S RARELY PRETTY--IT'S ALWAYS SOMETHING *ELSE*, TOO:

AMAZING.

The End



WEB OF SPIDER-MAN #12 — "ARMS AGAINST A SEA OF TROUBLES"
COVER BY JELENA KEVIC DJURDJEVIC

"I WAS ALWAYS A GOOD STUDENT. EVERYTHING FASCINATED ME.

"I REMEMBER ONE CLASS TRIP TO AN AQUARIUM... I WAS MESMERIZED BY THE *OCTOPUS.*"

HEY, OTTO!

SHOOSH!

"THE OTHER STUDENTS DID NOT SHARE MY FASCINATION.

ARMS AGAINST A SEA OF TROUBLES

"THANKS TO ADVANCED PLACEMENT, I WAS *YEARS* YOUNGER THAN THEY WERE."

BEST WATER BALLOON *EVER.*

OH, YEAH!

"THE ONLY THING THEY SHARED WITH ME WAS THEIR *SCORN.*"

ROGER STERN--WRITER
PHILIPPE BRIONES--ARTIST
CHRIS SOTOMAYOR--COLORIST
DAVE SHARPE--LETTERER
TOM BRENNAN--EDITOR

"MY FATHER WAS IN THE BUILDING TRADE. HE ALWAYS...*ENCOURAGED* ME TO BE *STRONG.*"

WHEN THE HELL ARE YOU GONNA *STAND UP* FOR YOURSELF, KID?

"AND MY *MOTHER*...MY MOTHER WAS A *SAINT*..."

OTTO ISN'T LIKE THOSE *BULLIES!* HE'S *SMART*...AND SENSITIVE!

"I GRADUATED FROM HIGH SCHOOL AT FIFTEEN, AND WAS ACCEPTED AT M.I.T. UNDER A FULL SCHOLARSHIP. COLLEGE WAS AN IMPROVEMENT OVER HIGH SCHOOL--

"--BUT AS I PURSUED INDEPENDENT STUDIES, I INTERACTED WITH FEWER AND FEWER OF MY CLASSMATES. JUST AS WELL, REALLY. NONE OF THEM WAS AS DILIGENT AS I.

"FATHER, ALAS, NEVER LIVED TO SEE MY GREATEST ACADEMIC SUCCESSES. HE DIED IN A CONSTRUCTION ACCIDENT, WHILE I WAS STILL AN UNDERGRADUATE."

AN EARLY DEATH IS THE *CURSE* OF THE COMMON LABORER, OTTO.

I EXPECT *BETTER* OF *YOU.*

"I DROVE MYSELF TO MAKE MOTHER PROUD. I GRADUATED *SUMMA CUM LAUDE* IN JUST TWO YEARS ..."

YOU HAVE A GREAT FUTURE AHEAD OF YOU, PUMPKIN.

YOU'LL NEVER HAVE TO DIRTY YOUR HANDS NOW.

"I EARNED MY FIRST DOCTORATE THE DAY I TURNED TWENTY-ONE, AND QUICKLY MADE A NAME FOR MYSELF IN NUCLEAR RESEARCH..."

ATOMIC RESEARCH CENTER

Y'KNOW WHAT THEY CALL OTTO OCTAVIUS BEHIND HIS BACK? *"DOCTOR OCTOPUS"!*

IT'S BECAUSE OF THAT ***SPECIAL HARNESS*** HE WEARS. HE DESIGNED IT HIMSELF...

...SAYS IT ALLOWS HIM GREATER DEXTERITY IN HANDLING THE MORE DANGEROUS ISOTOPES.

I HEARD HE GOES THROUGH FIVE OR SIX LAB TECHS A YEAR.

UH-HUH. NO ONE CAN STAND TO WORK WITH HIM MORE THAN A FEW MONTHS.

"I HEARD ALL THE WHISPERS. THEY WERE ***JEALOUS*** OF ME. THAT'S WHAT MOTHER SAID ANYWAY..."

THAT WOMAN'S NO GOOD FOR YOU, OTTO. TRUST ME.

"...AND SHE ALWAYS KNEW WHAT WAS BEST FOR ME."

"MOTHER WAS REALLY THE ONLY WOMAN IN MY LIFE..."

DON'T WAIT UP FOR ME, PUMPKIN.

I'M SEEING A MOVIE WITH A NICE GENTLEMAN I MET--

YOU'RE *DATING?*

WHY DO YOU GET TO HAVE A SOCIAL LIFE, IF I CAN'T?

WHY?! *WHY?!?*

O-OTTO, PLEASE! M-MY HEART!

9-1-1.

PLEASE SEND AN AMBULANCE TO 1963 TEVOSKI TERRACE. IT'S MY MOTHER...

"BUT SOON, I WAS ALONE IN THE WORLD. OH, I TRIED TO MAKE FRIENDS AT WORK..."

I DUNNO. THE *DAILY BUGLE* CALLS HIM A "MASKED MENACE."

AW, THAT'S JUST BECAUSE SPIDER-MAN UPSTAGED THE PUBLISHER'S SON.

I DON'T CARE IF HE *DOES* WEAR A MASK, THE GUY'S ALL RIGHT!

"...BUT THEY WERE ALL SUCH ***CATTLE.*** THEY NEVER ADEQUATELY RESPECTED ***TRUE GENIUS,*** EVEN WHEN IT WAS RIGHT IN FRONT OF THEM.

"NO, THEY WOULD RATHER MAKE A HERO OF A PUERILE ***PUBLICITY HOUND!***

"INCOMPETENT CLODS. NEVER DOING THEIR JOBS..."

"OH, THEY *CLAIM* THAT THEY SOUNDED A *WARNING* DURING MY EXPERIMENT, BUT *I* NEVER HEARD IT.

"I WAS UNCONSCIOUS FOR DAYS.

DOCTOR OCTAVIUS?

TRY TO REMAIN STILL--!

"FOR ONCE, THOUGH, I CAN ALMOST EXCUSE THEIR INCOMPETENCE. YOU SEE, THE ACCIDENT MADE ME *STRONGER!*

"I HAD BONDED--MENTALLY AND PHYSICALLY--WITH MY METAL ARMS."

I HAVE THE *POWER*--THE *RIGHT!*--TO DO ANYTHING NOW!

NO! *DON'T!* LET ME DOWN!

"THEY DIDN'T UNDERSTAND. THEY THOUGHT ME MAD!

"I WAS TRYING TO REASON WITH THEM--"

"--WHEN *HE* BROKE IN..."

HOLD IT, DOC!

SPIDER-MAN?

LIVE AND IN PERSON! HOW ABOUT PICKIN' ON SOMEONE WHO CAN FIGHT BACK?

HAH! THOSE DUMB-LOOKING FLAPPERS AREN'T FAST ENOUGH TO CATCH--

--ME.

SURPRISED?

SMEK

WHERE ARE YOUR TAUNTS *NOW*, SPIDER-MAN?

YOU MAY LEAVE THE WAY YOU ENTERED.

"IN RETROSPECT, I SEE THAT THE POWER *DID* INITIALLY GO TO MY HEAD.

"IT WAS ALL QUITE *INTOXICATING.*"

"I HAD FULFILLED MY FATHER'S WISH THAT I BECOME STRONG--

"--YET I DID SO WITHOUT EVER GETTING MY HANDS DIRTY. MOTHER WOULD HAVE BEEN SO PROUD!

"BACK AT THE LAB, INTENT ON MASTERING MY NEW POWER, I... DISMISSED THE NIGHT STAFF.

"I HAD IMPORTANT WORK TO DO! BUT BEFORE I COULD MAKE ANYONE UNDERSTAND THAT, SPIDER-MAN APPEARED ON MY MONITORS.

"HE EVADED THE SECURITY SYSTEMS AND ***BROKE INTO*** MY LAB--VIOLATING ALL SAFETY PROTOCOLS! I WAS FULLY JUSTIFIED IN CONFRONTING HIM."

YOU WERE A ***FOOL*** TO COME HERE! I WILL ***CRUSH*** YOU!

MAYBE YES--

--MAYBE *NO!*

EH? BLASTED *WEBBING!*

I *CAN'T SEE!* CAN'T GET IT OFF!

WHOK

NOT SO EASY *NOW*-- IS IT?

"I WAS DEFEATED. TAKEN AWAY, LIKE SOME *ANIMAL.* IT WAS HUMILIATING.

"STILL, I WAS LUCKY. MY ATTORNEY WAS A BRIGHT YOUNG FELLOW WHO SHARED MY WORKING-CLASS ROOTS.

"HE WAS GENUINELY UNDERSTANDING, AND HE MADE A STRONG CASE FOR LENIENCY.

"I RECEIVED A LIGHT SENTENCE AND COURT-MANDATED PSYCHO-THERAPY--

"--BUT I WAS REMANDED TO THIS *MAXIMUM SECURITY PRISON.* THERE WAS NOWHERE ELSE TO INCARCERATE SOMEONE OF MY POWER.

"I'LL NEVER FORGET THAT FIRST DAY IN THE EXERCISE YARD..."

"A BRUTAL FIGHT BROKE OUT."

STAY PUT, OCTAVIUS. I'LL BE RIGHT BACK!

"I WATCHED, FROZEN IN HORROR."

SO, YOU'RE THE BIG, BAD *OCTOPUS*, HUH?

WELL, LET'S GET A FEW THINGS STRAIGHT. *I'M* THE BIG MAN AROUND HERE!

AIN'T THAT RIGHT, SEAN?

OH, YEAH.

"THIS IS AN UNFORGIVING ENVIRONMENT--"

SEE, THE WARDEN, THE GUARDS HERE-- THEY *THINK* THEY RUN THIS PLACE. BUT REALLY, IT'S *ME*.

IF I SAY "JUMP!"-- YOU ASK, "HOW HIGH?"

DO THAT AND YOU'LL STAY HEALTHY. GOT IT?

"--AND IN SEVERAL DISCONCERTING WAYS, IT REMINDS ME OF HIGH SCHOOL."

"I AM STILL THE ONE WHO DOESN'T FIT IN.

ZZZING

SNAP

WHU--?

TAP TAP TAP

"AND THERE ARE STILL *BULLIES* TO BE ENDURED..."

Y-YOU WAS SUPPOSED TO BE MANACLED... HELPLESS...

INDEED. BUT I AM **DOCTOR OCTOPUS--**

--AND I WILL NEVER BE HELPLESS AGAIN-- *NEVER!*

EFFECTIVE IMMEDIATELY, *I* AM THE BIG MAN AROUND HERE! *IS THAT CLEAR?*

-GHIK- Y-YES SIR.
OH, YEAH.
GOOD. NOW TELL YOUR "FRIENDS"--
--BE NICE TO DOCTOR OCTOPUS, AND YOU'LL ALL STAY HEALTHY.
"DOCTOR OCTAVIUS... YOU WERE SAYING? ABOUT *BULLIES...?*"
KLIK KLIK
EH? OH...SORRY, DOCTOR DALEY. I HAVE ALWAYS BEEN UNCOMFORTABLE, TALKING ABOUT...SUCH THINGS.
I UNDER-STAND. BUT DO TRY TO BE A LITTLE MORE OPEN...
...I REALLY THINK WE'RE STARTING TO MAKE SOME PROGRESS.
UNTIL NEXT TIME, THEN.
YES. NEXT TIME.
BACK IN YOUR *CELL*, OCTAVIUS. KEEP YOUR NOSE CLEAN, AND YOU JUST MIGHT GET TIME OFF FOR GOOD BEHAVIOR.
FOOLS! I COULD EASILY BREAK FREE NOW. BUT THIS IS A PRICELESS EXPERIENCE.
EACH DAY, I GAIN A STRONGER HOLD OVER THE PRISON POPULATION--AND LEARN MORE ABOUT THE WORKINGS OF THE CRIMINAL UNDERWORLD.
AND EVERY WEEK, I TELL THE THERAPIST A LITTLE MORE OF WHAT I WANT HIM TO HEAR. I WILL WIN THAT EARLY RELEASE.
AND THEN, I WILL BUILD A CRIMINAL *EMPIRE*. THE ENTIRE WORLD WILL RESPECT--WILL *FEAR*--THE NAME OF *DOCTOR OCTOPUS*.
THE BEGINNING...

AMAZING SPIDER-MAN #647
COVER BY MARKO DJURDJEVIC

THE AMAZING SPIDER-MAN

After the Superhuman Civil War, Spider-Man took a brief hiatus from crime-fighting. His ex-girlfriend, Mary Jane Watson, had left New York City to make her name in Hollywood, and his best friend, Harry Osborn, had returned from a prolonged stint in rehab. It seemed like a good time to take some time off.

But the responsibility his great powers gave him couldn't be ignored, and as new threats and menaces reared their vile heads, he slapped on his web-shooters and got back to doing whatever a Spider can to protect the streets of the Big Apple.

Along the way, old friends have returned, new friends have been made and his greatest villains have come back stronger than ever. His beloved Aunt May is now married to J. Jonah Jameson, Sr., father of Pete's former boss, Mayor J. Jonah Jameson. Harry Osborn is again a father – having a child with Lily Hollister, the super-villain known as Menace. And last (but not least) Pete has resolved his relationship with Mary Jane Watson, regaining his best friend. Now if only he can get it together to ask NYPD CSI sleuth Carlie Cooper on a date...

It's truly a brand new day.

AMAZING SPIDER-MAN #647

Gale, Kelly, Slott, Van Lente, Waid & Wells - Web-Heads

Featuring:

ANOTHER DOOR
Fred Van Lente – Writer
Max Fiumara – Artist
Morry Hollowell – Colorist

HONOR THY FATHER...
Zeb Wells – Writer
Michael Del Mundo - Artist

STAND OFF
Bob Gale – Writer
Karl Kesel – Artist
Antonio Fabela – Colorist

NORAH'S LAST NIGHT IN NYC
Joe Kelly – Writer
J.M Ken Niimura – Art & Letters

J. JONAH JAMESON – THE MUSICAL
Mark Waid – Writer
Paul Azaceta – Artist
Morry Hollowell – Color Artist

AMERICAN HERO
Marc Guggenheim – Writer
Graham Nolan – Pencils
Mark Pennington - Inks
Antonio Fabela – Colorist

YOU AGAIN
Fred Van Lente & Dan Slott – Writers
Adam Archer – Artist
Antonio Fabela – Colorist

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Stephen Wacker – Editor
Tom Brevoort – Executive Editor
Joe Quesada – Editor in Chief
Dan Buckley – Publisher
Alan Fine – Executive Producer

REMEMBERING OKSANA

ALWAYS IN OUR HEARTS

MISS? PARDON ME, MISS?

CAN I ASK WHO THAT IS?

Long Island City, Queens.

OKSANA? YEAH...SHE USED TO WORK HERE.

SHE PASSED AWAY ON THE TRIBOROUGH BRIDGE LAST MONTH. HER HUSBAND--

THE RHINO. RIGHT.

I HEARD. SORRY FOR YOUR LOSS.

REMEMBERING OKSANA

SHE HAD THE BIGGEST HEART, THE BEST... *SOUL* OF ANYONE I EVER MET. JUST NOT FAIR.

GONZALEZ

HOPE THE LORD KNOWS WHAT HE'S DOING.

A GUY LIKE *YOU* SHOULD BE HAPPY FOR ALL THE *SECOND CHANCES* HE GETS.

THAT OBVIOUS? FRESH OFF THE *RYKERS* BUS?

THEY DROP YOU OFF ON OUR DOORSTEP, PRACTICALLY...AND THAT ENVELOPE IS A DEAD GIVEAWAY.

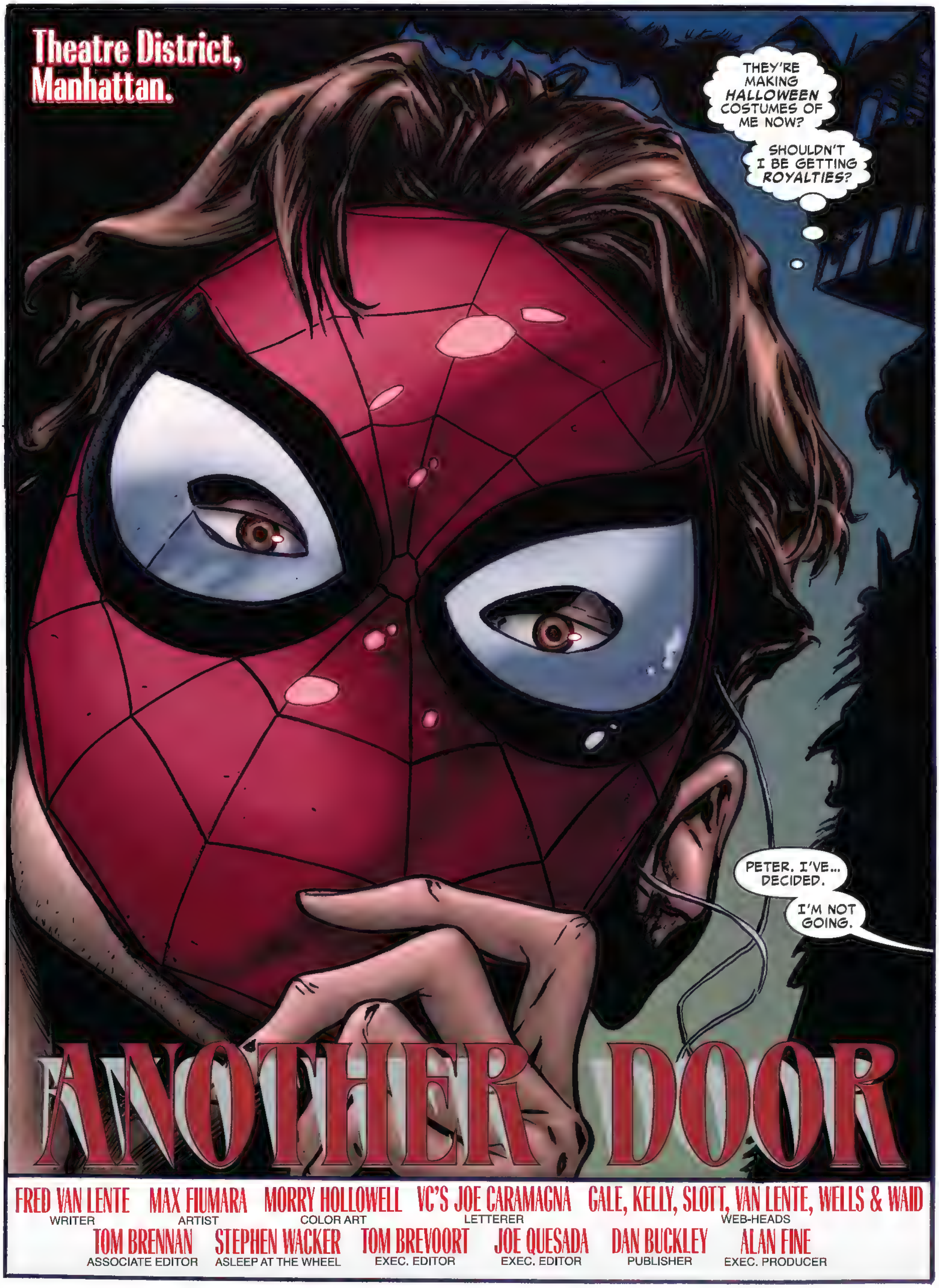
WELL. IT'S TRUE.

I GIVE THANKS TO MY HIGHER POWER EVERY DAY...

...FOR *NEW BEGINNINGS.*

WHILE ATTENDING A DEMONSTRATION IN RADIOLOGY, HIGH SCHOOL STUDENT **PETER PARKER** WAS BITTEN BY A SPIDER WHICH HAD ACCIDENTALLY BEEN EXPOSED TO **RADIOACTIVE RAYS.** THROUGH A MIRACLE OF SCIENCE, PETER SOON FOUND THAT HE HAD **GAINED** THE SPIDER'S POWERS...AND HAD, IN EFFECT, BECOME A HUMAN SPIDER! FROM THAT DAY ON HE WAS...

THE AMAZING SPIDER-MAN™


Theatre District, Manhattan.
THEY'RE MAKING HALLOWEEN COSTUMES OF ME NOW?
SHOULDN'T I BE GETTING ROYALTIES?
PETER. I'VE... DECIDED.
I'M NOT GOING.

ANOTHER DOOR

FRED VAN LENTE — WRITER
MAX FIUMARA — ARTIST
MORRY HOLLOWELL — COLOR ART
VC'S JOE CARAMAGNA — LETTERER
GALE, KELLY, SLOTT, VAN LENTE, WELLS & WAID — WEB-HEADS

TOM BRENNAN — ASSOCIATE EDITOR
STEPHEN WACKER — ASLEEP AT THE WHEEL
TOM BREVOORT — EXEC. EDITOR
JOE QUESADA — EXEC. EDITOR
DAN BUCKLEY — PUBLISHER
ALAN FINE — EXEC. PRODUCER

WAIT. YOU'RE NOT GOING WITH ME AND MICHELE TO PICK UP VIN?

OR YOU'RE NOT GOING TO HARRY'S FAREWELL PARTY TONIGHT?

...

BOTH.

CARLIE...TOMORROW, HARRY VANISHES TO KEEP HIMSELF AND HIS *NEWBORN SON* ONE STEP AHEAD OF WHATEVER REMAINS OF HIS FATHER'S GOON SQUAD.

WHO KNOWS WHEN WE'LL *SEE* HIM AGAIN? HE HAS TO ASSUME *NORMAN OSBORN'S* REACH *INSIDE* PRISON IS AS LONG AS IT WAS OUTSIDE.

AND VIN JUST SPENT SIX MONTHS IN *RYKERS*--

THANKS TO *ME*. IT WAS *MY* INVESTIGATION THAT IMPLICATED HIM IN THE SPIDER-TRACER KILLER CONSPIRACY, REMEMBER?*

YEAH, BUT HE TESTIFIED AGAINST THE OTHERS--

FOR A *REDUCED SENTENCE*. AND GETTING BRANDED A *SNITCH COP* FOR LIFE.

IF *I* WAS HIM, *I* WOULDN'T WANT TO SEE THE WOMAN RESPONSIBLE FOR THAT MY FIRST DAY OUT.

*WHO COULD FORGET ASM: CHARACTER ASSASSINATION? --102-ISSUES-AND-COUNTING WACKER

BUT...*I* WANT YOU THERE, CARLIE.

I *NEED* YOU THERE!

YOU DO? REALLY?

WELL... *SURE*.

THIS IS THE LAST CHANCE *HARRY* HAS TO SEE THE *OLD GANG* ALL TOGETHER, BEFORE--

THE GANG? THE GANG?!

OHHHHH!! WHAT'S WRONG WITH YOU?!

WHAT? WHAT?

SCREW THE GANG! WHAT ABOUT US?

WE'VE GONE ON A COUPLE DATES, BUT WE HAVEN'T KISSED, YOU HAVEN'T EVEN TRIED TO HOLD MY HAND!

I THOUGHT YOU WERE DEAD DURING THAT CRAZINESS WITH LILY, I WAS WORRIED SICK...BUT YOU HAVEN'T BEEN ABLE TO TALK ABOUT ANYTHING BUT HARRY SINCE!

UM... WELL...

I DON'T KNOW WHY...

WHAT AM I TO YOU, PETER? YOUR GIRLFRIEND? YOUR BUDDY? WHAT?

...WE NEED TO GET SO HUNG UP ON DEFINITIONS...

LOOK--

OOF!

UNTIL YOU FIGURE OUT WHAT YOU WANT FROM ME...

...JUST... JUST...

...DO ME A FAVOR AND LEAVE ME ALONE, HUH?

AHEM. WOMEN!

AM I RIGHT?

CAN I GET AN AMEN?

MICHELE. I'M SORRY. I'M--

LATE! I KNOW. I KNEW BEFORE YOU WERE LATE.

IT'S WHAT YOUR MOTHER SHOULD HAVE NAMED YOU.

OPEN

HAUL YOUR BUTT OVER HERE! I'VE GOT THE CAR. MY *BROTHER* ISN'T GOING TO WAIT IN THAT GREASY SPOON ON THE Q100 LINE *FOREVER* LIKE HE WAS SOME THREE-TIME *LOSER*.

SORRY, I WAS PICKING UP SOME STUFF FOR AUNT MAY. SHE'S HOSTING TONIGHT'S--

DO. NOT. CARE.

IF YOU'RE NOT HERE IN TEN MINUTES, I'M LEAVING WITHOUT YOU.

I'LL BE THERE BEFORE YOU HANG UP THE--

HELLO? MICHELE?

THE MORGAN LIBRARY, JAVIER--AND THERE'S A *BONUS* FOR BREAKING WHATEVER LAWS YOU *HAVE* TO.

I'M LATE FOR *THE* CHARITY LUNCHEON OF THE SEASON--

JAVY'S GOT AN UNSCHEDULED AND *INVOLUNTARY* DAY OFF, MISS HILLMAN! NAME'S *OVERDRIVE*-- *I'LL* BE YOUR DRIVER!

AS WELL AS THE ONLY *CHARITY* YOU'LL BE SERVICING!

WHA-- WHAT DO YOU-- YOU CAN'T *DO* THIS!!

DO YOU KNOW WHO MY *FATHER* IS?!

DUH. WOULDN'T BE MUCH POINT IN *KIDNAPPING* YOU IF I *DIDN'T.*

YOU GET ON THAT DIAMOND-STUDDED CELL PHONE OF YOURS AND TELL HIM TO WIRE *FIVE MIL* TO MY CAYMAN ACCOUNT--

AAAHH!!!

SSSHHHRRRRRRMMMM

--OR YOU'RE TAKING YOUR LAST RIDE!

WHOA!

AAHHH! HELP!!

SKREEEEEE

OVERDRIVE. I'M ACTUALLY KINDA *HAPPY* TO SEE YOU.

HAD TWO CHANCES TO NAB YOU--BUT YOU'VE WRIGGLED THROUGH MY FINGERS BOTH TIMES. THE THIRD COULD BE THE CHARM...

...AAAH, THAT'S RIGHT, MY COSTUME'S STILL *SOAKING* BACK AT HOME TO GET THE *SEWER STANK* OUT OF IT THANKS TO ALL THE TIME I SPENT DOWN THERE FINDING *GOBLIN JUNIOR.*

WAIT A...

SPI

YIP YIP YIP YIP YIP

IF YOU DON'T SHUT THOSE HAIRLESS RATS UP, LADY, I'M EJECTOR SEATING THEM INTO *DOGGIE HEAVEN--*

HAH! CLASSIC! AM I HAPPY TO SEE YOU!

NO TRIP TO NEW YORK IS COMPLETE WITHOUT A SLICE OF CHEESECAKE AT JUNIOR'S, AN OVERPRICED BROADWAY SHOW AND A SIGHTING OF YOUR FRIENDLY NEIGHBORHOOD--

THWAAAP

OOOH. I TAKE IT BACK. YOU'VE REALLY LET YOURSELF GO.

YOU'RE ONE TO TALK.

DRIVE-BY ABDUCTIONS? SEEMS A LITTLE BENEATH YOU, OVERDRIVE.

AND I'VE SEEN YOU HOLD A SCHOOL BUS HOSTAGE.

I'LL ADMIT-- CIRCUMSTANCES HAVE DRIVEN ME TO DESPERATE MEASURES!

I'M IIIIN HEEEEERE!!

HOW DID YOU GET IN THE TRUNK?

NEVER MIND, I DON'T WANNA KNOW.

KRRNNCH

EWW... I LIKE YOUR OLD COSTUME BETTER.

SSSSHRRAAAAKK

THE *BOUNTY* OUR MUTUAL FRIEND *MISTER NEGATIVE* PUT ON MY HEAD HAS RENDERED ME IN NEED OF TRAVEL FUNDS--*FAST!*

SEE ASM #564 -S.W.

MY HEART BLEEDS FOR YOU.

WAIT.

NO IT DOESN'T.

YIP YIP YIP YIP YIP

AAAHHH!!

CARRY ME SO I'M FACING UP! UP!!

CAN'T YOU DO SOMETHING ABOUT THOSE DOGS?

WATCHOO GONNA DO WITH ALL THAT JUNK

ALL THAT JUNK INSIDE MY TRUNK

SKRRR

I'M YOUR BIGGEST FAN!

ISN'T IT AWESOME OUR TAX DOLLARS KEEP THE SMITHSONIAN'S DOORS OPEN FREE OF CHARGE?

I COULD SPEND ALL THE TIME I *NEEDED* TO STUDY EVERY *DETAIL* OF YOUR *SPIDER-MOBILE*--

THWWWWP

--RIGHT DOWN TO ITS *WEB-CANNONS!*

THWWWWP

GAAHHH!!

NO!! DON'T WEB ME TO HER!

THWWWP

KNOW WHAT I'M A FAN OF, O.D.?

GRAVITY.

GGAAAAAHHHHH!!

I JUNKED THAT LEMON FOR A REASON, Y'KNOW.

THWP
THWP
THWP
THWP

THIS IS THE *GUY*, RIGHT? THE "*RACER X*" THAT TRAFFIC PATROL'S BEEN AFTER FOR *MONTHS!*

I HEARD THEY GOT A WHOLE *FILING ROOM* DEDICATED TO *HIS* CITATIONS ALONE!

I AM LEGEND.

WAIT--ISN'T HE SOME KINDA MUTIE--HE CAN *TRANSFORM* ANY VEHICLE WE STASH HIM IN?

NOT THIS ONE!

GIDDYAP, BERNIE--WE'RE NOT STOPPING 'TIL WE GET TO *THE RAFT!*

AW, CRAP.

MISS HILLMAN! ARE YOU ALL RIGHT?

I!! AM!! *NOT!!*

TO THINK I USED TO *LIKE* THAT--THAT *VIGILANTE!* BUT HE DUMPED ME AND MY BABIES UP HERE ALL BY OURSELVES--

--THEN STRIPPED NAKED IN FRONT OF ME!!

MMMPP?

WHEN MY *FATHER* FINDS HIM, HE'S GOING TO *SUE* HIM TO *DEATH!!*

BECAUSE...

MMMPP?

"...SPIDER-MAN IS A PERVERT!!"

GREAT. NOW WHAT AM I GOING TO WEAR TO THE PARTY TONIGHT?

ALSO...

...PLEASE KILL ME.

VIN!

GOOD FOOD

SO SORRY I'M LATE! THE B.Q.E. WAS A *PARKING LOT.*

AND I WAS HELD UP BY YOUR IDIOT ROOMMATE, WHO NEVER SHOW--

PETER!

WHA--HOW DID YOU *DO* THAT?

THE ECO-FRIENDLY JOYS OF *PUBLIC TRANSPORTATION,* SHELLER!

AND THE FACT THAT OUR PAD AND A CHANGE OF CLOTHES WAS ON THE *WAY,* AS THE *SPIDER* SWINGS...

DON'T CALL ME SHELLER.

HEH. LOOK AT YOU TWO, BICKERING LIKE AN OLD MARRIED COUPLE.

LITTLE DID I KNOW, WHEN I GAVE THE KEYS TO MY PLACE TO MY BABY SISTER...

DO *NOT* EVEN *GO* THERE. THAT HISTORY CAN'T BE ANCIENT *ENOUGH.*

PARKER'S BEEN MAKING TIME WITH THE *SCHOOLMARM* YOU USED TO LIKE, WHAT WAS HER NAME...

CARLIE? NO KIDDING?

AH...WELL... I WANTED TO BREAK IT TO YOU GENTLY, VIN...

(...THANKS A LOT, *SHELLER...*)

...BUT IT LOOKS LIKE... THAT'S NOT GONNA WORK OUT, I'M AFRAID.

REALLY?

I'M... SORRY TO HEAR THAT...

NYPD Forensics Investigations Division Laboratory.

JAMAICA, QUEENS. TWO HOURS LATER...

SOMETHING SMELLS IN HERE.

NO. SOMETHING *STINKS* IN HERE.

MISSING PERSON

NOBODY HERE'S GOT NOTHING TO SAY TO *YOU*, GONZALEZ.

FINE BY ME.

I GOT SOMETHING TO SAY TO *HER*.

VIN...?

CHECK YOUR BACK FOR *HOLES* ONCE YOU'RE DONE TALKING TO THIS ONE, COOPER...

I NEED YOU TO LISTEN TO ME, CARLIE.

AND PLEASE DON'T STOP ME UNTIL I'VE FINISHED...

That Night.

MAY PARKER'S HOUSE.

FLASH, THAT COULD BE THE SINGLE MOST BRILLIANT COSTUME IDEA I HAVE EVER SEEN.

WHAT CAN I SAY, BETTY?

I CONSISTENTLY IMPRESS MYSELF.

LOOK, YOUNG MAN, BACK IN MY DAY, "*THE WHIZZER*" WAS AN EVOCATIVELY *DRAMATIC* NAME FOR A MAN OF MYSTERY...

STOP LAUGHING.

WHAT? I'M FIREBIRD.

FIREBIRD. PROUD LATINA SUPER HEROINE?

HAVE YOU BEEN LIVING UNDER A ROCK?

A REALLY *RACIST* ROCK?

OH--JAY! JAY, DEAR, I THINK WE NEED MORE ICE!

I'D SEND *PETER* TO GO GET IT--

DING-DONG

--IF HE'D EVER GRACE US WITH HIS PRESENCE...

PAR-KER!

HEH.

ALWAYS *WANTED* TO HEAR THAT DIRECTED AT A PARKER WHO WASN'T *ME*.

YES, YOU ALWAYS WERE THE *COMEDIAN* OF THE FAMILY DEAR.

DON'T GET TOO COMFY! I NEED YOU TO GO TO THE CORNER BODEGA AND PICK UP TWO BAGS OF--

THERE'S THE MAN OF THE HOUR!

WOW. THAT'S...

...THAT'S SOME *COSTUME*, MR. OSBORN.

YEAH. LAYING LOW MEANS YOU HAVE A LOT OF *SPARE TIME* ON YOUR HANDS.

THOUGHT I'D GO AS *IRONY* THIS YEAR.

brVrt!

JAY! *ICE!*

SO...END OF AN *ERA*, HUH?

AT LEAST THAT'S WHAT IT FEELS LIKE.

DOES IT?

I DON'T KNOW...SEEMS MORE LIKE A *FRESH START* TO ME. ONE DOOR CLOSES, ANOTHER *OPENS*, AND ALL THAT.

STEP INTO MY OFFICE. THERE'S SOMETHING I WANT TO ASK YOU...

...ARE YOU STILL IN CONTACT WITH *SPIDER-MAN?*

MORE LIKE *HE* GETS IN CONTACT WITH *ME* WHEN HE *NEEDS* SOMETHING.

I DON'T EXACTLY WEAR THE *PANTS* IN OUR RELATIONSHIP, IF YOU KNOW WHAT I MEAN.

SURE, WHY SHOULD THAT BE ANY DIFFERENT THAN ANY OF YOUR *OTHER* RELATIONSHIPS?

FUNNY! YOU KNOW, I'M REALLY GONNA *MISS* YOU...

SERIOUSLY... WHEN YOU SEE HIM...TELL HIM, FROM ME...

...WE'RE *SQUARE.* I USED TO BLAME HIM FOR ALL SORTS OF STUFF THAT WENT WRONG WITH MY LIFE. WHEN, REALLY...

YOU KNOW HOW YOU ALWAYS GO ON ABOUT YOUR "*PARKER LUCK*"?

WELL I'D TRADE YOU YOUR PARKER LUCK FOR THE *OSBORN CURSE* ANY DAY.

YOU'RE GONNA COME OUT OF THIS SMELLING LIKE A ROSE, HARRY. I *KNOW* IT.

AND I'LL TELL SPIDEY, I PROMISE. I KNOW... IT'LL MEAN A *LOT* TO...

...UH...

FELICIA... WITH *VIN?*

WHAT IS SHE *DOING* HERE...?

GEEZ. STUPID CHEAP WIG *ITCHES* LIKE CRAZY...

CARLIE!

CHANGED YOUR MIND?

YEAH. VIN GOT INVOLVED IN SOME KIND OF TWELVE-STEP GROUP IN PRISON WHERE HE HAS TO ASK FORGIVENESS FROM ALL THE PEOPLE HE'S WRONGED.

HE CONVINCED ME I SHOULD COME TONIGHT.

WELL, I'M GLA--

HOLD YOUR HORSES. I'M ***HERE*** TO SAY GOODBYE TO ***HARRY.***

LOOK... I'M ***SORRY*** I MADE A SCENE TODAY. BUT I ***MEANT*** WHAT I SAID.

ONCE ***HARRY'S*** GONE...

...ANY REASON WE HAVE TO KEEP HANGING OUT WITH EACH OTHER AS *"FRIENDS"* GOES WITH HIM...

...

NEED... SOME AIR...

VIN! HEY! GREAT TO SEE YOU, BUDDY!

YOU LOOK GREAT...BETTER THAN I REMEMBER, TO BE HONEST WITH YOU!

YEAH, IN PROTECTIVE CUSTODY THERE'S NOT MUCH TO DO BUT PUMP IRON AND GROW EYES IN THE BACK OF YOUR HEAD.

THIS THE HEIR TO THE THRONE, HUH?

BcKly!

YEAH, THAT'S STANLEY...

HEY! HEY THERE!

YOUR FATHER WANTED ME TO TELL YOU YOU'D BETTER TAKE GOOD CARE OF HIM.

MY... I'M SORRY?

YOUR *FATHER*, HARRY.

MY *HIGHER POWER.*

NORMAN OSBORN.

OH MY GOSH.

I CANNOT BELIEVE YOU'RE WEARING THAT.

WHAT DO YOU MEAN?

FORGET IT.

GOT A LITTLE STUFFY IN THERE.

YOU'RE TELLING *ME.*

WANT TO TALK ABOUT IT?

I DON'T KNOW, MARY JANE. I DON'T THINK I DEAL VERY WELL WITH *CHANGE.*

IT'S PERFECTLY NORMAL TO FEEL BAD YOUR *FRIEND* IS LEAVING.

IT'S MORE THAN THAT. IT'S JUST LIKE...

THERE WAS THIS CROOK, OVERDRIVE.

HE FIRST SHOWED UP... GEEZ, AROUND THE *LAST* TIME WE THREW A PARTY FOR HARRY--WHEN HE CAME BACK FROM *EUROPE,* COME TO THINK OF IT.

AND NO MATTER HOW HARD I TRIED, I JUST COULDN'T CATCH HIM.

BUT TODAY... I FINALLY *DID.*

AND I ACTUALLY FEEL... KIND OF *DEPRESSED* ABOUT IT!

IT'S LIKE...THE COYOTE CATCHES THE ROAD RUNNER, THEN HAS NO IDEA WHAT TO *DO* WITH HIMSELF AFTERWARD.

OH, *SHUT* UP.

HUH?

YOU DO *NOT* FEEL BAD BECAUSE OF FRICKIN' *OVERDRIVE.*

CARLIE *CALLED* ME TODAY, PETER. FOR *ADVICE.*

I KNOW WHAT'S GOING ON BETWEEN YOU TWO.

OR WHAT *ISN'T.*

MJ, I'M SORRY, BUT I DON'T KNOW IF I'M COMFORTABLE TALKING ABOUT THIS WITH YOU--

COME ON. I'M THE *ONLY* ONE YOU CAN TALK TO ABOUT IT.

BECAUSE I KNOW *WHY* YOU'RE RESISTING THAT COMMITMENT. YOU'RE THINKING ABOUT WHAT HAPPENED WITH US.

WITH *GWEN.*

YOU'RE THINKING ABOUT SPIDER-MAN.

AND HOW, ONE DAY, *SOMEHOW,* HE'LL *RUIN* WHATEVER YOU AND CARLIE HAVE.

"BUT THE WORLD DOESN'T REVOLVE AROUND YOU--*EITHER* OF YOUR IDENTITIES.

"CHANGE *HAPPENS.*

MY HERO!

YOU KNOW, I THINK THE KID BEHIND THE COUNTER REALLY *LIKED* THE COSTUME...

ICE

"PEOPLE MAKE THEIR *OWN* CHOICES.

HEY, MR. THOMPSON. JUST WANTED TO SAY...

...THANK YOU. FOR YOUR SERVICE.

THANKS, MAN. JUST PROUD I WAS ABLE TO DO IT, YOU KNOW?

"AND WHO'S TO SAY WHETHER OR NOT THEY WOULD HAVE MADE THE *SAME* CHOICES IF SPIDER-MAN NEVER *EXISTED?*"

C'MON, STAN, JUST YOU AND ME AND THE WORLD, BUD.

ALL WE *NEED.*

I...THINK I WOULD HAVE, TO BE HONEST WITH YOU.

YOU DIDN'T SHOOT UNCLE BEN, PETER.

THAT *BURGLAR* DID.

EVERYTHING IS *NOT* YOUR RESPONSIBILITY.

AND... WHAT ADVICE DID YOU GIVE *CARLIE* WHEN SHE CALLED?

I SAID...

..."PETER HAS THE RIGHT TO BE HAPPY.

"I JUST HOPE, ONE DAY...

"...HE'D START AGREEING WITH THAT."

HEY, PETE. WANNA BEER?

OH, RIGHT, YOU DON'T DRINK.

SAY, HAVE YOU SEEN WHERE HARRY WENT?

IT'S *HIS* PARTY, AND I HAVEN'T EVEN GOTTEN A CHANCE TO SAY *BOO*...

DITK

PETER, WHAT IS IT?

CARLIE...

WILL YOU BE MY GIRLFRIEND?

MY NAME IS *PETER PARKER.*

I DON'T CLAIM TO BE ANYTHING SPECIAL.

REALLY, I *DON'T.*

I'M JUST A GUY WHO TRIES TO DO THE *RIGHT THING.*

AND *THIS...*

...THIS FEELS LIKE THE *RIGHTEST* THING IN THE WORLD.

BUGLE MENACE!

The Brand New End.

Epilogue.

LATER THAT NIGHT...

BUT VIN, THE PARTY'S JUST GETTING WARMED UP...

I KNOW, MAY, BUT IT'S NOT UP TO ME. IT'S EMBARRASSING TO SAY BUT I'VE GOT A CURFEW NOW.

CAN I CALL YOU A CAB, AT LEAST?

GONNA WALK...GET REACQUAINTED WITH THE MOON. TELL CARLIE AND PETER FOR ME?

OF COURSE, DEAR. BE SAFE.

HMMMMM...

HELLO, VIN.

HARRY?

WHERE'S STANLEY?

HE'S SAFE.

YOU SHOULD BE WITH HIM.

I REALLY DIDN'T WANT TO COME BACK, VIN. BUT I MADE A ***PROMISE*** TO MYSELF.

YOU'VE GOT TO BE CAREFUL WITH THOSE, YOU KNOW? NO ONE TO HOLD YOU ACCOUNTABLE BUT YOURSELF.

WHEN MY FIRST SON, NORMIE, WAS BORN I PROMISED MYSELF I'D ALWAYS BE THERE FOR HIM. BUT THEN LIFE GOT COMPLICATED AND *blah blah blah*...

NEXT THING YOU KNOW--AND I'M JUST BEING HONEST HERE--I CAN GO WEEKS WITHOUT EVEN THINKING ABOUT HIM.

SO I HOPE YOU APPRECIATE... WHEN I PROMISED MYSELF WHAT I'D DO IF ANYONE EVER ***THREATENED*** STANLEY...

I'M NOT IN A POSITION TO CUT MYSELF ANY SLACK.

HARRY, HARRY, HARRY...

ME, NORMAN, ALL OF US...WE'RE NOT THREATENING ***STAN***--

YOU WON'T BE ABLE TO MOVE FOR A FEW MINUTES, VIN.

guuuuh...

I'M GOING TO ROLL YOU OVER. I NEED YOU TO SEE MY FACE. I NEED YOU TO SEE I'M NOT ENJOYING THIS.

ZZZZARKK!!

LYARRK---!

I'M IN *CONTROL*, SEE? I'M NOT MY FATHER--I'M NOT CRAZY.

COME ON, I NEED YOU TO LOOK AT ME, BUDDY.

SEE? NO CRAZY.

HNN.

THWAK

UNNPH--!

GUH.

THWAK

GUH.

THWAK

THWAK

THWAK

THWAK

GUH.

I NEVER LIKED YOU, VIN. YOU'RE CLOSE-MINDED AND UNCURIOUS AND YOU DON'T LAUGH AT MY JOKES.

BUT LILY ENJOYED YOUR COMPANY...

...AND I *LOVED* THAT GIRL.

AND NORMAN TOOK HER FROM ME IN EVERY WAY POSSIBLE HE POSSIBLY COULD.

ALL I'VE GOT LEFT IS STANLEY.

I'M KEEPING *THAT* PART OF HER.

YOU TELL HIM THAT.

AND DON'T EVER THREATEN AN OSBORN AT HIS OWN DAMN PARTY.

HONOR THY FATHER

WRITER: ZEB WELLS
ARTIST: MICHAEL DELMUNDO
LETTERING: VC'S JOE CARAMAGNA

...EFFECTIVE IMMEDIATELY, CITY ORDINANCE JJJ-202 MAKES IT A FELONY FOR ANY UNAUTHORIZED PERSONS TO INTERFERE WITH OR INVOLVE THEMSELVES IN CITY OPERATIONS.

IN OTHER WORDS, DON'T TAKE IT ON YOURSELVES TO TIGHTEN A LEAKING FIRE HYDRANT, OR HAUL YOUR OWN TRASH TO A CITY LANDFILL. THE CITY HAS PAID PROFESSIONALS TO DO THESE THINGS AND IT'S A MATTER OF PUBLIC SAFETY THAT THEY ARE THE ONES-- AND THE *ONLY ONES*-- WHO SHOULD DO THEM.

JJJ 202

MR. MAYOR, ISN'T THIS JUST A BLATANT ATTEMPT TO CURRY FAVOR WITH CITY EMPLOYEES AND THEIR UNIONS TO SECURE THEIR SUPPORT IN THE NEXT ELECTION?

OF COURSE NOT. I CONSIDER NEW YORK CITY'S COMPETENT AND COMPASSIONATE PUBLIC SERVANTS AS PART OF MY EXTENDED FAMILY. AND THERE'S NOTHING WRONG WITH TAKING CARE OF YOUR FAMILY.

SO IF CENTRAL PARK ACCIDENTALLY GOT TRASHED WHILE THE FANTASTIC FOUR IS SAVING US FROM GALACTUS, IT'D BE ILLEGAL FOR THEM TO REPAIR THE DAMAGE?

THE FANTASTIC FOUR ARE LAW-ABIDING SUPER HEROES. WE'D WORK SOME-THING OUT.

YES, MS. WINTERS?

MR. MAYOR, THIS ORDINANCE WOULDN'T BE MOTIVATED BY YOUR PERSONAL VENDETTA AGAINST SPIDER-MAN, WOULD IT?

THANK YOU ALL VERY MUCH, BUT MY PRESSING DUTIES AS MAYOR REQUIRE ME TO CUT THIS SHORT.

SO THAT WOULD BE "YES."

THIS LOOKS LIKE A JOB FOR...

the AMAZING SPIDER-MAN

DO SOMETHING! I'M LATE FOR AN APPOINTMENT!

IF I'M NOT AT WORK IN 10 MINUTES, I'LL GET FIRED!

HEY, A CRANE'S ON THE WAY, AND THREE EXPERTS ARE ANALYZING THE SITUATION NOW.

THAT *IS* THE TECHNICAL TERM FOR IT! IT'S *BROKEN!*

SO WHAT'S THE PROCEDURE FOR SOMETHING LIKE THIS?

WE GET DONUTS. WHEN IN DOUBT, ALWAYS GET DONUTS.

TURN OFF THE DARK

TAXI

JUICE

2228

299

POLICE

writer-Gale
Artist-Kesel
Colorist-Fabela
Letterer-Caramagna

OFFICER, IF YOU CAN CLEAR THE PEOPLE FROM THAT SIDEWALK, I'LL MOVE THIS OVER AND WE CAN GET THIS JAM CLEARED.

HANDS OFF THAT LAMPPOST, SPIDER-MAN. THAT'S CITY PROPERTY AND YOU'RE NOT AUTHORIZED TO HANDLE IT.

POLICE DEPARTMENT CITY OF NEW YORK

EXCUSE ME?

THE MAYOR'S NEW ORDINANCE. BY LIFTING THAT POST, YOU'RE COMMITTING A FELONY. NOW DROP IT! A MUNICIPAL CRANE'S ON THE WAY TO MOVE IT.

C'MON, OFFICER. WE BOTH KNOW IT'LL TAKE THAT CRANE AN HOUR TO GET HERE BECAUSE THIS BOTTLENECK WILL GRIDLOCK TRAFFIC IN EVERY DIRECTION.

YOU TELL HIM, SPIDEY!

NYC TAXI

THAT CRANE DRIVER'S GOT A FAMILY TO FEED, WEB-HEAD. IF YOU MOVE THAT LAMPPOST, YOU'RE TAKING FOOD OFF HIS TABLE.

GUYS, GET REAL. HE'S NOT GONNA GET FIRED OVER THIS.

BUT HE WON'T GET HIS OVERTIME IF YOU DO HIS JOB FOR HIM.

AND WE ALL GO ON OVERTIME IN 13 MINUTES, SO WE DON'T MIND WAITIN' AN HOUR FOR THAT CRANE.

MY MISTAKE. I THOUGHT YOUR JOBS WERE TO KEEP THE CITY RUNNING. I THOUGHT THE PUBLIC COMES FIRST.

MY PAYCHECK COMES FIRST.

AND I AIN'T BUCKIN' MY UNION. OR VIOLATIN' THE MAYOR'S NEW ORDINANCE.

ME NEITHER!

LET'S AT LEAST GET THIS STUFF OUT OF THE STREET AND GET *ONE* LANE OF TRAFFIC MOVING.

THAT'S STUFF'S NOW TRASH AND WE DON'T DO TRASH. THAT'S SANITATION AND THEY'RE NOT HERE YET. IF WE TOUCH IT, IT'S A FELONY.

AND YOU BETTER NOT PICK IT UP EITHER, SPIDER-MAN! IF YOU DO, YOU'LL BE PUTTING MEMBERS OF THE SANITATION LOCAL OUT OF WORK!

TELL YOU WHAT, GUYS, MAYBE YOU'D LIKE ME TO KNOCK DOWN A FEW MORE LAMPPOSTS? THAT'LL GIVE YOU A *LOT* MORE OVERTIME.

HEY! GREAT IDEA!

MOVE THE LAMPPOST, SPIDEY! PLEASE! MY WIFE'S PREGNANT! HER WATER JUST BROKE! I GOTTA GET HER TO THE HOSPITAL!

OKAY!

OFFICER, I'M GONNA USE A WEB-LINE TO PULL THAT LAMPPOST UPRIGHT. I WILL NOT PICK IT UP WITH MY HANDS. THAT WAY, I TECHNICALLY WON'T BE TOUCHING IT.

THAT'S AGAINST UNION RULES!

I'M WARNING YOU, SPIDER-MAN, IF YOU MOVE THAT LAMPPOST BY *ANY* MEANS, I'M PUTTING YOU UNDER ARREST!

NOW I'M ORDERING YOU TO LEAVE THE PREMISES!

YOU WANNA DELIVER THAT BABY, OFFICER?

HOW ABOUT YOU, FOOD GIANT?

'CAUSE I DON'T--I'VE HAD ENOUGH WITH BABIES LATELY!

AND WE ALL DON'T WANNA TAKE ANY JOBS AWAY FROM THE MEDICAL PROFESSION, DO WE?

NOW, OFFICER, PLEASE DIRECT TRAFFIC SO THAT LADY CAN GET TO THE HOSPITAL.

AND WHEN THAT CRANE GETS HERE, I'LL LOWER THIS BACK DOWN AND YOU AND YOUR BUREAUCRACIES CAN BE IN CHARGE.

WELL DONE, WEB-HEAD!

MAYBE WE CAN PUT IN FOR HAZARD PAY. I MEAN, SPIDER-MAN'S DANGEROUS, RIGHT?

YOU ROCK, SPIDER-MAN!

AND ANOTHER TRAFFIC NIGHTMARE IS AVERTED.

I GOT GLAZED, JELLY, AND CHOCOLATE.

THE CRANE'S THREE BLOCKS AWAY.

SPIDER-MAN! DROP THAT LAMP-POST! NOW! IF YOU REFUSE, YOU'LL BE VIOLATING ORDINANCE JJJ 202! IT'S THE LAW!

DROPPING IT NOW!

ALL RIGHT! WE GET TO DO STREET REPAIRS TOO!

WHOOM

CRACK!

CRACK!

SCREEEECH!

SLOW DOWN, MORON! YOU'RE GONNA HIT THAT--

THAT'S GONNA HURT.

MY DONUTS!

SOMEBODY, HELP! THE MAYOR'S IN THERE!

I'M TRAPPED! THE DOOR'S CRUSHED! I THINK MY ARM'S SPRAINED! AND I COULD HAVE INTERNAL INJURIES!

NO--WE CAN'T TOUCH HIM! WE'RE NOT DULY AUTHORIZED MEDICAL PERSONNEL!

BUT THAT'S THE MAYOR!

SO? THE LAWS APPLY TO HIM JUST AS THEY DO TO US. AND I KNOW JONAH WOULDN'T WANT TO BE TREATED ANY DIFFERENTLY THAN ANY OTHER NEW YORKER.

ISN'T THAT RIGHT, MR. MAYOR?

QUIT HARASSING ME! I DEMAND YOU GET ME OUT OF HERE! NOW!

BUT THEN WE'D ALL BE FELONS! AND YOU DON'T WANT THE CRIME RATE TO GO UP, DO YOU? THAT WOULDN'T LOOK GOOD ON YOUR RECORD!

OF COURSE, IF YOU WERE TO REVOKE THAT NEW ORDINANCE, I COULD PULL YOU OUT AND TAKE YOU TO THE HOSPITAL...

THAT'S EXTORTION!

THINK ABOUT IT WHILE I COUNT TO THREE. ONE...TWO...

SAY, DO YOU SMELL GASOLINE?

I'VE NEVER BEEN SO HUMILIATED IN MY LIFE!

SURE YOU HAVE! WHAT ABOUT WHEN YOUR FATHER MADE YOU A RELATIVE OF PETER PARKER?

DON'T REMIND ME!

SO MUCH FOR ALL THAT OVERTIME.

YEAH. HOW'D THAT NIMROD EVER GET TO BE MAYOR ANYWAY?

AND WHO'S GONNA PAY FOR MY DONUTS?

MOVE ALONG. NOTHING TO SEE HERE. PLEASE DON'T RUN INTO THE WORKMEN.

End.

THE MOST GLORIOUS DAY NEW YORK'S SEEN IN MONTHS.

THE

COFFEE BEAN

No 1 BEER

HAS IT OCCURRED TO ANYONE BUT ME THAT THIS CITY IS DROWNING IN A FLOOD OF HUNDRED-PERCENT-PURE GRADE A *SUCKAGE*?

SUBWAY RATE HIKES FOR LESS SERVICE.

PUBLIC SCHOOL PROGRAMS CORPORATIZED TO FACILITATE EASIER TWEENER BRAINWASHING.

BEDBUGS. LIZARD MEN IN THE SEWERS. EVERY "ORIGINAL" JAY'S PIZZA A BLATANT SHAM AND A *SUCK-BUCKS COFFEE* ON EVERY NEWLY CLEANED-WITH-THE-TEARS-OF-SMALL-SHOP-OWNERS STREET CORNER!

IT'S OFFICIAL. NEW YORK HAS JUMPED THE SHARK AND LANDED THE LEAD ROLE IN "*SUCKTACULAR, SUCKTACULAR.*"

NORAH'S LAST NIGHT IN NYC

JOE KELLY &
JM KEN NIIMURA

OOOOH KAY, NORAH... WHILE I, AND EVERYONE ELSE HERE AT "SUCK-BUCKS" ARE THOROUGHLY AMUSED, THE ACTUAL QUESTION WAS--

'DO YOU WANT TO GO TO A COSTUME PARTY?'

SORRY, PARKER... I'M HAVING A RAGING CASE OF *EPMS*.

HRRRP?

EVERYTHING PRETTY MUCH SUCKS.

SORRY TO TELL YOU LIKE THIS, BECAUSE I KNOW YOU'VE ALWAYS HAD THE HOTS FOR ME...

...BUT I'M *DONE*.

WITH WHAT?

NEW YORK CITY. I'M GOING HOME.

Grey hair Buses

I ASK WHY SHE'S LEAVING THREE TIMES BEFORE SHE CURSES OUT THE BARISTA AND STORMS OFF.

SMART AS SHE IS, PASSIONATE AS SHE IS ABOUT THE NEWS AND THE TRUTH, WHEN ***NORAH WINTERS*** PUTS HERSELF ON LOCKDOWN, ***NOTHING*** GETS THROUGH.

WHICH REALLY DOES ***SUCK***, BECAUSE EVEN THOUGH SHE HAS ALL THE TACT OF A TEAMSTER STUCK IN TRAFFIC... I KIND OF LIKE KNOWING I HAVE MY OWN PERSONAL ***TORNADO*** STIRRING THINGS UP IN MY LIFE.

RASSUM FRASSUM CRASSUM.

I'LL MACE YOU IN THE EYE, PERV--!

I REALLY HOPE NOT... I JUST FELL TEN STORIES. BLEEDING EYE SOCKETS WOULD BE OVERKILL.

WAIT, YOU'RE... NORAH WINTERS, RIGHT?

GHOST OF CHARLTON HESTON BE PRAISED! IT'S ***WEB-FACE-MAN!***

HI, GRETA...UM... FORGET IT.

YOU REMEMBER ME? COOL...

...THOUGH YOU KNOW THE CRAZY BAG LADY TOO, SO, WHATEV.

LOOK, NORAH, THIS IS SORT OF EMBARRASSING SINCE I'M A BELOVED ICON OF JUSTICE AND ALL--

PEOPLE HATE YOU.

I KNOW. I LIE TO MYSELF TO GET THROUGH. ANYWAY, I NEED ***HELP***. I WAS JUST IN THIS FIGHT WITH SOME BADDIE CARRYING A PURPLE RAY THAT KNOCKED MY SPIDER-SENSE FOR A LOOP--

YOU WANT MY HELP? NO WAY...

OH...BUT--

KLOK

IT'S CALLED SARCASM, WEBS! WHAT DO YOU NEED?

FIRST, I NEED TO KNOW IF HEIGHTS MAKE YOU SICK.

THAT GUY TOOK OUT YOUR SPIDER-SENSE?

FORGET WHAT YOU'VE HEARD. DEADLIER THAN YOU THINK. THE MAN HAS A PURPLE RAY FOR GOD'S SAKE!

AND DIDN'T YOU HAVE LIKE A SPI-PAD OR SOMETHING WITH GPS TO TRACK--?

DO YOU SEE A POCKET ON THIS THING? NOW ARE YOU GONNA ASK QUESTIONS OR KICK SOME BUTT?

WAIT...YOU CAN'T DO THIS--

YOU'RE REALLY SERIOUS? I WON'T GET IN TROUBLE?

THAT LITTLE "WEB-FRO" WILL ONLY LAST AN HOUR...

BUT IT'LL ONLY TAKE TEN SECONDS FOR MY UPLOAD OF IT TO GO VIRAL ON THE INTERWEBS.

YOU KIDDING? COME ON, JUST LIKE I SHOWED YOU. IT'S BETTER THAN SHIATSU FOR STRESS, I PROMISE.

THIS ISN'T COOL, MAN! I WANT A LAWYER! I WANT--

HURRY UP AND TAKE THE PICTURE!!

YOU WANT A *DENTIST*, DUDE.

YOU GOT HIT BY *HURRICANE NORAH!!*

10

YOU CAN SEE MY HAND!

I'LL PHOTOSHOP IT! TAKE THE PICTURE BEFORE I CRAP MY PANTS!

YOU OKAY--?

YEAH... WHY?

YOU HAVEN'T SAID ANYTHING OBNOXIOUS FOR TEN MINUTES.

...

YEAH.

THIS IS ME... THANKS, WEBS.

YOU HELPED ME, REMEMBER?

TRUE...BUT, I SORT OF NEEDED A NIGHT LIKE THIS.

IT'S MY LAST NIGHT IN NEW YORK.

WHY?

MY MOTHER WANTS ME TO COME HOME. TO WISCONSIN. I HAD ALL THE TIME I NEED TO "MAKE IT" AND SHE SAYS...

SHE SAYS MY WORK AT FRONTLINE DOESN'T COUNT. NOT A REAL PAPER. I'M NOT A REAL REPORTER...

ANYWAY, THAT'S IT. DONE.

I DON'T WANT TO GET IN BETWEEN FAMILY, BUT...

NEW YORK NEEDS *TRUTH*. NEW YORK *NEEDS* YOU, NORAH WINTERS.

IT'S A BETTER CITY WITH YOU IN IT.

PERSONALLY, I'D TELL MOM TO SHOVE IT.

WISCONSIN CHEESE IS OVERRATED.

THE NEXT, NOT QUITE AS GLORIOUS DAY...

<SIGH>

WELL... YOU TRIED?

DID YOU *HEAR* WHAT THE SECRETARY OF STATE SAID ABOUT THE STATUS OF HEALTH CARE FOR MUTANTS THIS MORNING?

AND DON'T *GET* ME STARTED ABOUT THAT *SPIN JOB* ABOUT DETAINEES!

WHUMP

UH, NO, I DIDN'T HEAR--

DIDN'T HEAR OR DIDN'T *LISTEN*? GET IT TOGETHER, PARKER! YOU'RE WAITING FOR LIFE TO HAPPEN WHILE IT'S PASSING BY!

I *REFUSE* TO BE FRIENDS IF YOU'RE GONNA KEEP THIS UP, AND I CAN PROMISE YOU'LL NEVER GET NEAR *MY JUNK* IF YOU DON'T GRAB LIFE BY *ITS JUNK*.

I THOUGHT YOU WERE "DONE WITH NEW YORK". "*EPMS*?"

TODAY...IT'S *ACTUAL* PMS. *BUT* LIFE STILL SUCKS. THE CITY STILL SUCKS. THE WORLD IS A MENAGERIE OF PETRIFIED *SUCK*!

THE CITY NEEDS ME.

SO I HAVE *PLENTY* TO WRITE ABOUT, AND *YOU* HAVE LOTS OF PRETTY PICTURES TO SNAP, PHOTO-MONKEY, IF YOU CAN GET OUT OF THAT CHAIR.

THE END

"FASTEST TICKET LINES ON BROADWAY!" --WEEKEND OUT! MAGAZINE

JAMESON

FOR GOD'S SAKES, MAN, TURN ON THE DARK!

THE MUSICAL!

"UNBELIEVABLE."
--BEN URICH, FRONT LINE

"FOUR STARS"
--TIGHTWAD MAGAZINE

"THE VISUAL EFFECTS ARE SPECTACULAR!"
--SEÑOR BRUSHCUT'S FLATTOPS-4-LESS

"LIKE GLENGARY GLEN ROSS MEETS SILENCE OF THE LAMBS"
--PETER PARKER, FORMER PHOTOJOURNALIST

"SERIOUSLY, I CANNOT BELIEVE THIS EXISTS."
--BEN URICH, FRONT LINE

Featuring the Smash Songs:

Threat or Menace?

(I've Never Heard Of A) Spider-Slayer (You Can't Prove It)

I'm Not Running A Charity (Love Theme)

Threat or Menace? (Reprise)

My Moustache and Me!

Three Coins in the Fountain (And I'll Go Get 'Em)

Just A Poor, Old Millionaire

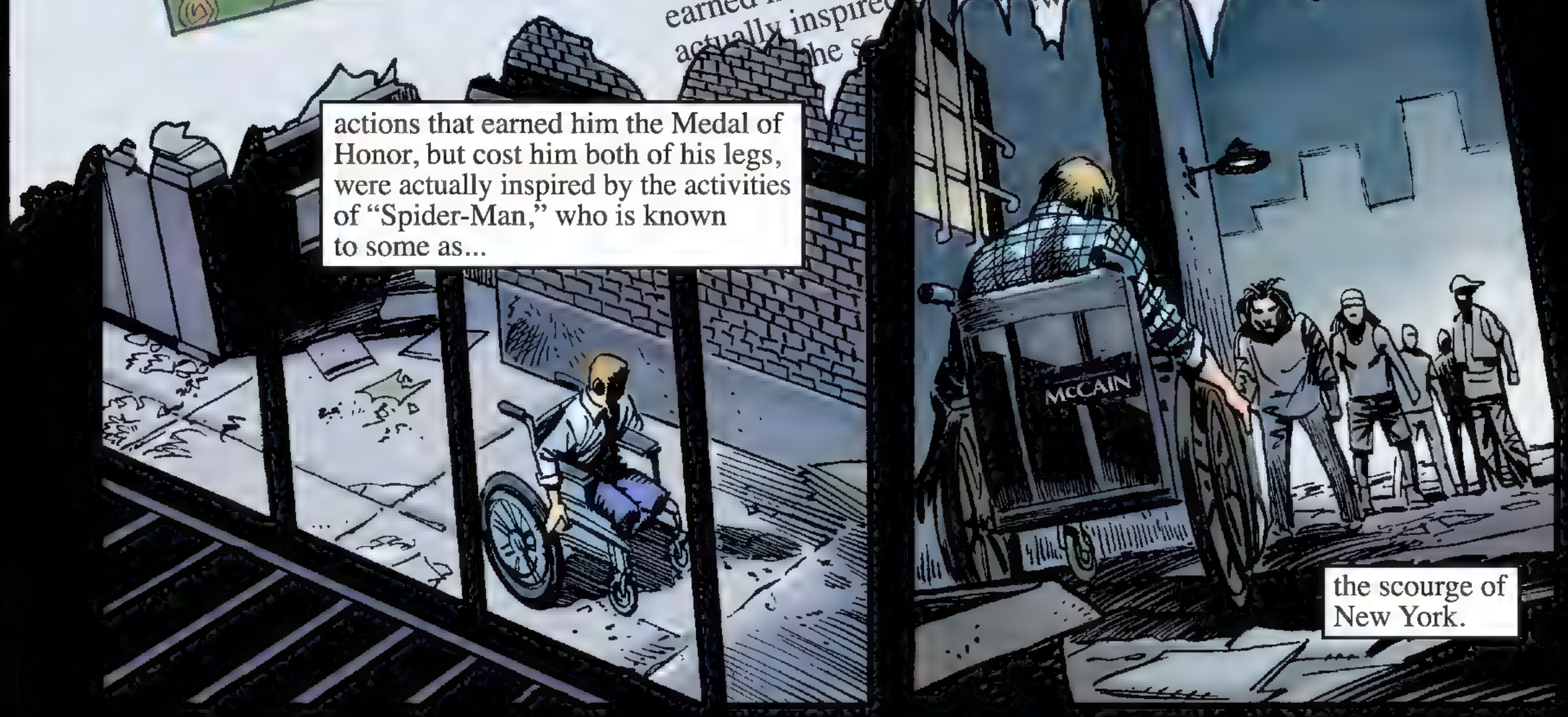
Threat or Menace? (Encore)

AMERICAN HERO

By Marc Guggenheim
Graham Nolan, Mark Pennington,
Antonio Fabela & VC's J. Caramagna

This week, Corporal Eugene Thompson of Forest Hills, New York was awarded the Medal of Honor, America's highest decoration for valor. Corporal Thompson is only the second living service member to receive the Medal of Honor for action during any war since Vietnam and the first living member to receive the award for service in the Iraq War.

But some might be surprised by what inspired this American hero's remarkable bravery. Speaking during a Pentagon-arranged link with reporters, Thompson revealed that his heroics in Iraq, actions that earned him the Medal of Honor, but cost him both of his legs, were actually inspired by the activities of "Spider-Man," who is known to some as... the scourge of New York. But Thompson clearly doesn't feel that way.


actions that earned him the Medal of Honor, but cost him both of his legs, were actually inspired by the activities of "Spider-Man," who is known to some as...
McCAIN
the scourge of New York.

WALLET AND WATCH, GIMPY.
ALL RIGHT--
I'M NOT MESSIN' AROUND HERE--
I KNOW. JUST STAY CHILL...
But Thompson clearly doesn't feel that way.

"He fights,

"no matter what the odds.

"I think that's pretty amazing."

Thompson, who said that he wore a Spider-Man pin on his uniform during action has been a "fan" of Spider-Man since high school.

In fact, while in high school, Thompson founded the country's first fan club exclusively devoted to Spider-Man.

"I guess I just responded to the way he did what he did without thanks or money or whatever," Thompson says.

"He just does it because he believes it's right."

YOU GOOD?

YEAH. JUST TUNED UP.

I CAN TAKE YOU TO A HOSPITAL--

NO. I'M COOL.

ALL RIGHT, THEN. YOU TAKE CARE.

I COULD'VE HANDLED THEM MYSELF.

I KNOW.

I WAS DOING FINE.

I KNOW.

I DON'T NEED ANYBODY'S HELP.

I KNOW. TAKE CARE.

IT'S NOT YOUR FAULT.

WHAT?

IT'S NOT YOUR FAULT.

WHAT'S NOT MY FAULT?

I'VE SEEN YOU. FOLLOWING ME AROUND. SINCE THAT ARTICLE CAME OUT.

YOU'VE BEEN...KINDA STALKING ME.

I'M SORRY.

I SAID IT'S NOT YOUR FAULT.

I MEANT FOR STALKING YOU.

SO YOU *HAVE* BEEN FOLLOWING ME.

I NEVER DENIED IT.

YOU DON'T HAVE TO FOLLOW ME. YOU DON'T HAVE TO PROTECT ME. IT'S NOT YOUR FAULT.

YOU KEEP SAYING THAT. WHAT'S NOT MY FAULT?

CORPORAL THOMPSON, WHERE I COME FROM, IF SOMEBODY GETS HURT TRYING TO BE LIKE ME, THAT *MAKES* IT MY FAULT.

I WASN'T TRYING TO BE LIKE YOU.

IN THAT ARTICLE--

DID YOU *READ* IT?

YES, I-- OF COURSE, I READ IT. I THINK WE'RE HAVING THIS DISCUSSION BECAUSE I READ IT.

I NEVER SAID I WAS TRYING TO BE LIKE YOU. I *KNOW* I NEVER SAID THAT.

YOU SAID--

I KNOW WHAT I SAID. DO *YOU* KNOW WHAT I SAID?

I SAID I'M *INSPIRED* BY YOU. THAT'S NOT TRYING TO BE *LIKE* SOMEONE. THAT'S TRYING TO FOLLOW SOMEONE'S *EXAMPLE*.

YEAH, I'M REALLY NOT SEEING THE DISTINCTION--

IF I LEAPED OFF A BUILDING THINKING I COULD SHOOT WEBS, THAT WOULD BE TRYING TO BE LIKE YOU.

I THINK-- LOOK, IT'S NOT YOUR JOB TO EASE MY CONSCIENCE--

THAT'S ALL RIGHT. I'M VOLUNTEERING.

WELL, GOOD LUCK WITH THAT BECAUSE YOU AND I BOTH KNOW THAT IF IT WEREN'T FOR ME, YOU'D HAVE *TWO LEGS* RIGHT NOW.

YOU'RE A *HUNDRED* PERCENT RIGHT.

I'D HAVE TWO LEGS. AND TWO ARMS.

AND I'D BE IN A CASKET IN ARLINGTON RIGHT NOW.

I WOULD'VE BEEN K.I.A.--THAT'S "KILLED IN ACTION"-- PROBABLY WITHIN A MONTH OF MY GETTING IN COUNTRY, IF IT WEREN'T FOR YOU, I'D BE *DEAD*.

YOU WANT TO KNOW WHAT "*INSPIRATION*" IS? I'M PRETTY SURE THAT'S THE *DEFINITION* OF THE WORD.

I...I DON'T REALLY KNOW WHAT TO SAY.

WELL, YOU COULD SAY YOU'LL STOP FOLLOWING ME AROUND FOR ONE THING.

I CAN DO THAT.

AND YOU COULD SWING BY FOR A BEER EVERY ONCE AND A WHILE.

I COULD DO THAT LITERALLY.

I KNOW.

I MIGHT LIKE THAT.

I KNOW I WOULD.

OKAY, THEN. SOUNDS LIKE A PLAN.

CORPORAL THOMPSON.

FLASH--

...

FLASH.

YOU VOLUNTEERED FOR TWO TOURS OF DUTY IN TWO DIFFERENT WARS.

YOU SACRIFICED YOUR LEGS SO ONE OF YOUR FELLOW SOLDIERS COULD MAKE IT HOME ALIVE.

YOU RISKED LIFE AND LIMB EVERY DAY FOR A WAR A LOT OF PEOPLE THINK WASN'T NECESSARY.

I KINDA KNOW ALL THAT. WHAT'S YOUR POINT?

THIS INSPIRATION THING?

IT WORKS BOTH WAYS.

HEY, SPIDEY-FANS. ASSISTANT EDITOR TOM BRENNAN HERE, ALONG WITH MY BOSS, SIMPERIN' STEVE WACKER...

SNRKK

AND WE'VE DECIDED, DUE TO OVERWHELMING DEMAND, TO ANSWER ONE OF THE BIGGEST MYSTERIES OF THE PAST 102 ISSUES!

JUST WHO *WAS* THAT WOMAN MAKING THE MOVES ON PETE AT THE START OF BRAND NEW DAY?

"WHAT'S THE STORY WITH THE MYSTERIOUS *MIA FLORES?*

"WELL, WONDER NO MORE, 'CAUSE HERE'S WHERE YOU FIND OUT IN THE MOST SENSES-SHATTERING SIX-PAGE STORY OF *ALL-TIME:*

YOU AGAIN?

BY SLOTT & VAN LENTE, ARCHER, FABELA & VC'S CARAMAGNA

The Deep End Night Club

101 ISSUES AGO...

WHAT?

I SAID, "DO I KNOW YOU?"

MIA. MIA FLORES.

OOOKAY. THAT'S A VERY INTERESTING WAY OF INTRODUCING YOURSELF.

MIA.

MIA.

YOU WON'T FORGET NOW?

HE MAY BE A *GEEK*...BUT AREN'T THEY SUPPOSED TO BE *IN* THIS YEAR, WHAT WITH ALL THE COMIC BOOK MOVIES AND SUCH?

AND HE'S MY TICKET INTO THE *OSBORN ENTOURAGE...*

Back at The Deep End Night Club

88 ISSUES AGO...

AND WHY ARE WE HERE AGAIN? THIS PLACE IS SO PLAYED, MIA.

WE'RE HERE BECAUSE THIS'S ONE OF HARRY OSBORN'S REGULAR SPOTS.

IT'S ONLY A MATTER OF TIME TILL PARKER SHOWS UP AGAIN.

PETER PARKER, RIGHT? GIRL, DIDN'T YOU HEAR?

THEY KICKED HIS BUTT OUT EARLIER. TOLD HIM NEVER TO COME BACK.

WHAT? WHY?

GUY WAS SNAPPING PAPARAZZI PICTURES OR SOMETHING.

HARRY, CALM DOWN. I'M SURE IF YOU TWO COULD JUST TALK IT OUT...

NOT HERE, LILY!

YOU SEE THAT? OSBORN! AND THAT TRAMP, LILY HOLLISTER. HAVING IT OUT IN PUBLIC.

THEY ARE SO READY TO SPLIT. HE IS ALL PRIMED FOR REBOUND!

AND PARKER'S MY IN. I CAN FEEL IT. C'MON, WE GOTTA FIND HIM!

TSCH. HOW PATHETIC.

THAT GIRL NEEDS TO GET A LIFE!

BET YOU DIDN'T KNOW THAT WAS PAPER DOLL, EH? -BRENNAN

PARKER? MAY PARKER'S NEPHEW? SURE, HE VOLUNTEERS FOR A LOT OF SHIFTS HERE.

I KNOW, EDDIE! I SAW THE CHART WHEN I SIGNED UP FOR ALL OF 'EM.

YEAH, HE HAS A HABIT OF BAILING.

ME TOO. I'M OUTTA HERE.

The F.E.A.S.T. Homeless Shelter

79 ISSUES AGO...

NO, I SAID I WAS *HOPING* TO GET PETER TO HELP WITH THE CAMPAIGN.

BUT HE'S BEEN OUT OF TOWN SO LONG, I DON'T THINK HE EVEN KNOWS JONAH'S *RUNNING* FOR MAYOR.

NOW YOU TELL ME. I'M OUTTA HERE.

Jameson Campaign Headquarters

56 ISSUES AGO...

PARKER.

NEVER HEARD OF 'EM.

HE'S YOUR PHOTOGRAPHER. HE TAKES PICTURES OF YOU. YOU ARE SPIDER-MAN, RIGHT?

I'M A SPIDER-MAN. SURE.

Club Eternal

52 ISSUES AGO...

THIS'S GOING NOWHERE. I'M SO OUTTA--

SLURP

YIP!

PRINCESS?

HAVE YOU SEEN MY DOG?

"PRINCESS"?

YES.

NEVER HEARD OF 'ER.

Bryant Park, The Site Of The Parker-Jameson Wedding

47 ISSUES AGO...

I KNEW STUDYING "WEDDING CRASHERS" FRAME-BY-FRAME WOULD PAY OFF ONE DAY!

HERE I AM AT THE MARRIAGE OF PETER'S AUNT!

AND HERE'S ONE SUREFIRE WAY TO GET HIM TO NOTICE ME...

GOT IT!

OVER HERE!

MINE!

HI, GANG. SORRY I'M LATE.

SO? WHAT'D I MISS?

MARY JANE?!

PETE, HEY.

REMEMBER ME?

PETE?! HEL-LO?!

Later That Week, Outside The Coffee Bean.

44 ISSUES AGO...

WOW--I CAN'T BELIEVE AFTER ALL THIS-- JUST BUMPING INTO YOU ON THE STREET--

YEAH. A TOTAL SURPRISE.

MIA.

RIIIIGHT. "MIA."

YOU'VE GOT MY NUMBER NOW, RIGHT?

YUP. AND YOU'VE GOT MINE?

OH, YEAH!

IT'LL BE A RACE TO SEE WHICH ONE OF US CALLS WHO FIRST!

DON'T I KNOW IT!

YOU FREE THURSDAY?

I AM! LET'S DO SOMETHING!

GREAT! I'LL TEXT YOU!

GEEZ.

THE LADY IS A FREAK.

HOLY CATS! IT'S CHAMELEON! --BRENNAN

ZZZZZZZ =HRKK= ZZZ --WACKER

Harry Osborn's Going Away Party. A Few Pages Ago

IN...WELL, THE COMIC YOU'RE CURRENTLY READING NOW. DUH.

SIGH

HEY, ARE YOU OKAY?

YEAH, WHATEVER.

WAIT. I KNOW YOU. YOU'RE MIA FLORES, RIGHT?

YOU'RE *HARRY OSBORN!* AND YOU KNOW WHO I AM?!

YOU'RE A LEGEND ON THE CLUB CIRCUIT. THE ULTIMATE PARTY GIRL.

WISH WE'D MET SOONER. WE TOTALLY COULD'VE HUNG OUT.

"COULD'VE"?

YEAH. MY CLUBBING DAYS ARE OVER. NEW DAD AND ALL.

I HADN'T NOTICED.

I MEAN THIS *IS* MY GOING AWAY PARTY. DIDN'T YOU KNOW THAT? WHY ARE YOU EVEN HERE?

I'M HERE BECAUSE PETER PARKER IS A TOTAL @#%*!

WHO WAS THAT?

SOMEONE WHO OBVIOUSLY KNOWS PETE.

AGREED.

AND NOW YOU KNOW!

The End

SPIDER-MAN SAGA

COVER BY J. SCOTT CAMPBELL & EDGAR DELGADO

SPIDER-MAN SAGA

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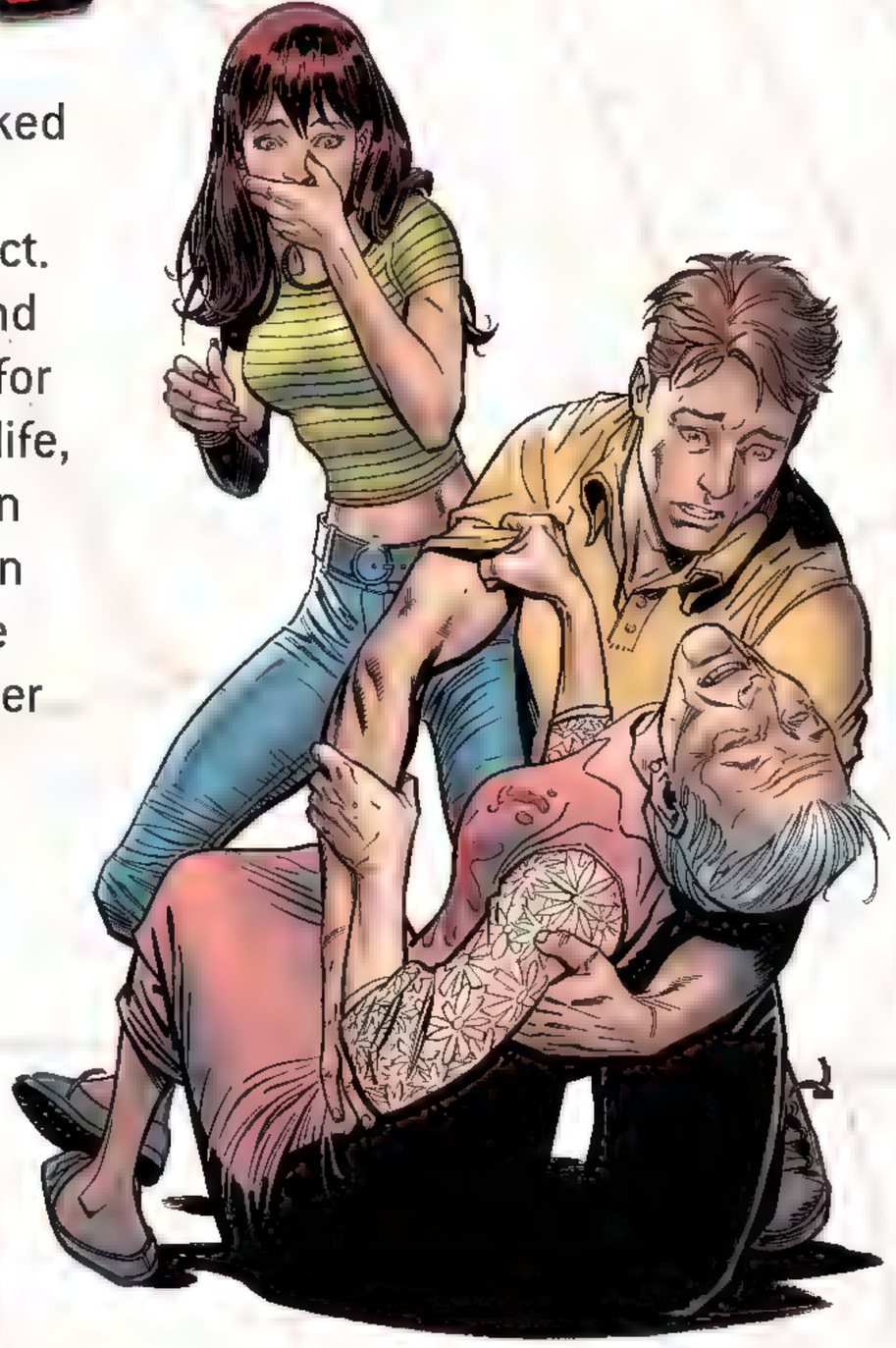
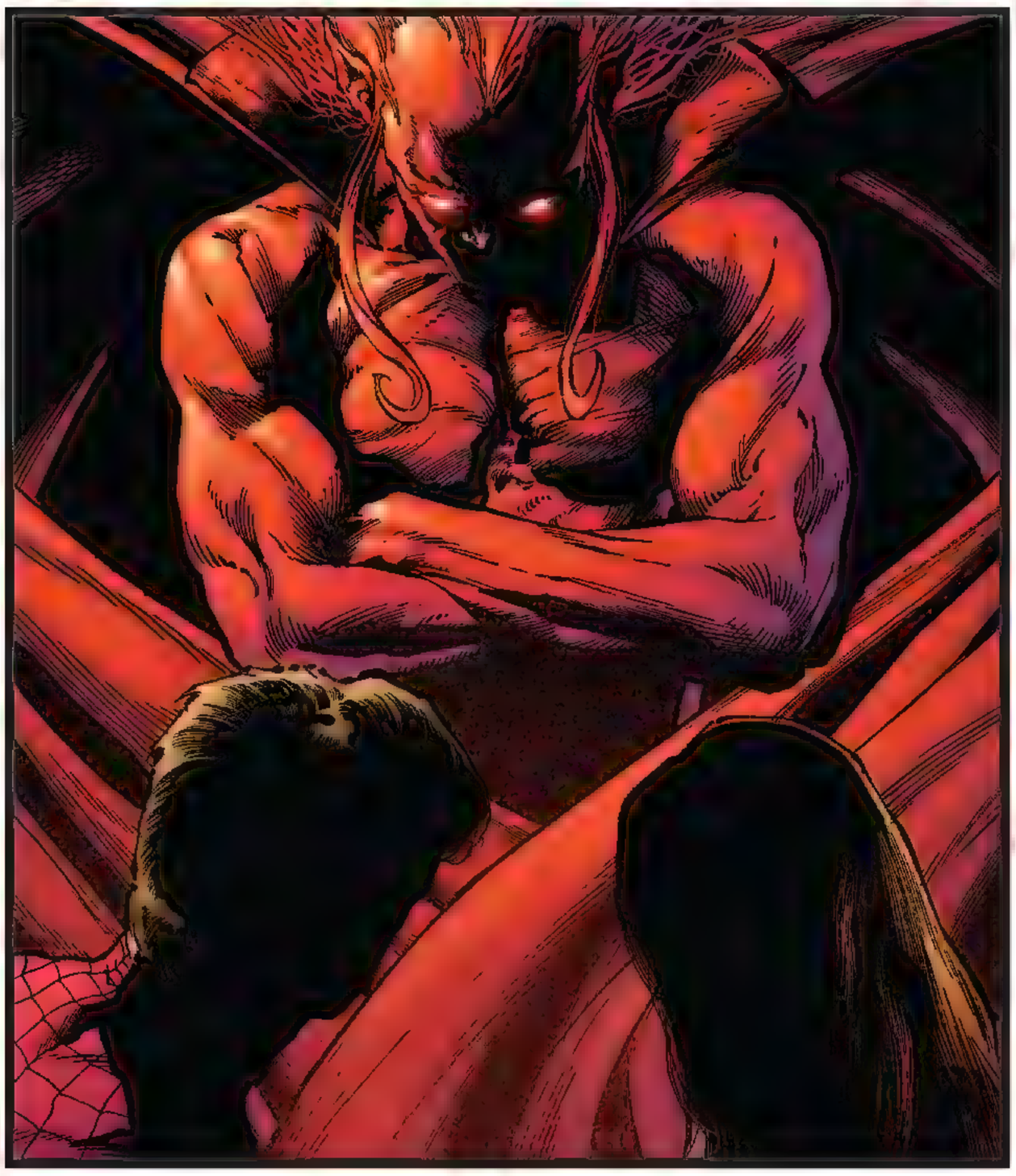
While attending a demonstration in radiology, high-school student Peter Parker was bitten by a spider that had accidentally been exposed to radioactive rays. Through a miracle of science, Peter soon found he had gained the spider's powers and in effect become a human spider! From that day on he was...

the AMAZING SPIDER-MAN

It was the worst of times for Spider-Man. First, he unmasked on live TV as an act of good faith to his mentor, Iron Man (Tony Stark), in support of the Superhuman Registration Act. Bad move: The Kingpin ordered a hit on Spidey's family, and Aunt May was critically wounded. On the run from the law for publicly renouncing the Act and unable to save his aunt's life, Spider-Man and his beloved wife, Mary Jane, were given an offer from the Hell-lord Mephisto: sacrifice their marriage in exchange for Aunt May's life. The couple agonized over the decision, hopeful their love would bring them back together again someday.

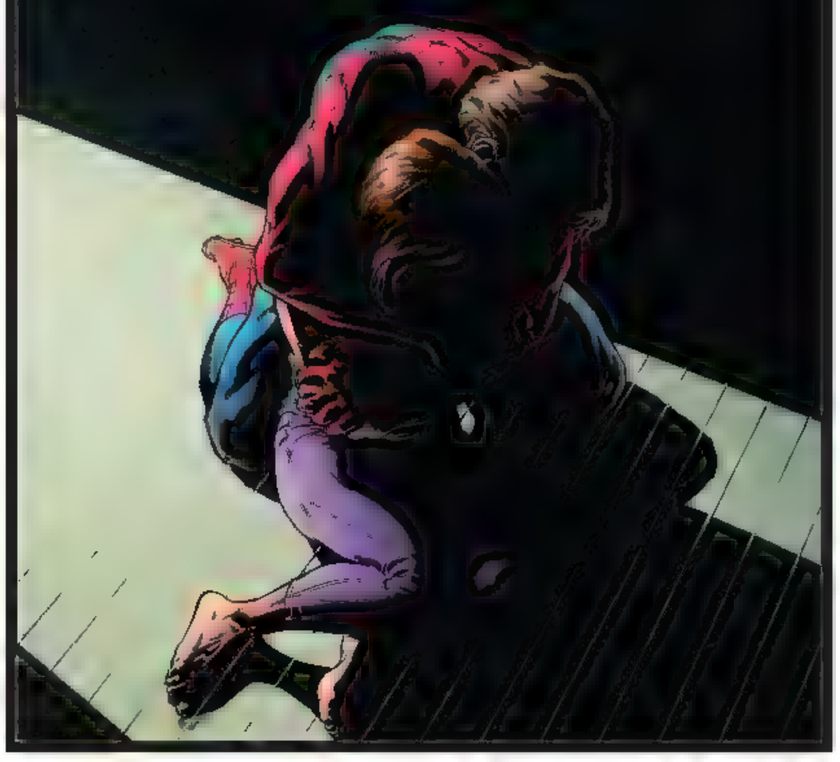
Could Peter live with himself knowing he could have done something to save his aunt's life? Did MJ have enough faith their love would inevitably return one day?



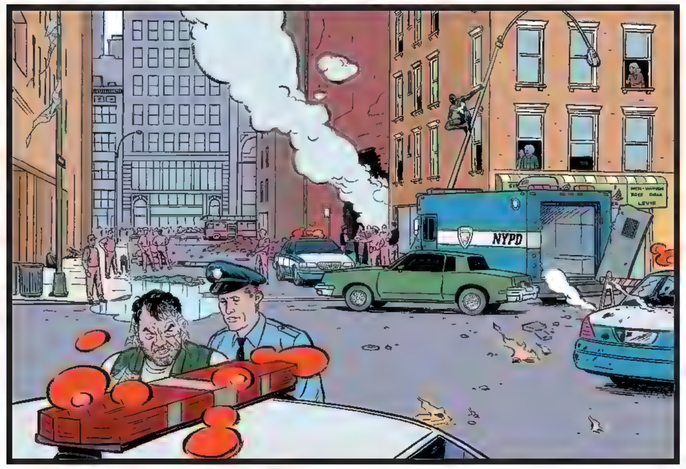


Knowing Peter would never agree to the bargain unless she asked him to do it, Mary Jane made Mephisto promise he'd leave Peter alone for the rest of his days. Mephisto agreed.

Courageously — or foolishly — MJ consented to Mephisto's deal. Peter followed.

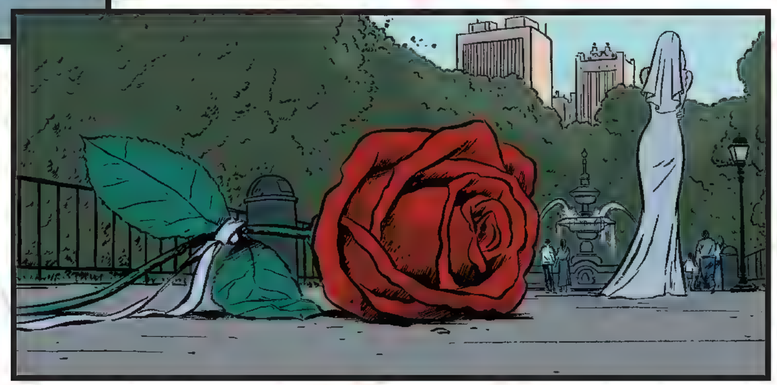


Rewind the clock to the days before Peter and Mary Jane's wedding: After foiling Electro and his thugs, Spider-Man went on his way. However, one moment in time was altered. This time, one of Electro's henchman, Eddie Muerte, was allowed to escape.



Right before the wedding, Spidey tried to stop Eddie from seeking revenge against his arresting officer. Eddie and Spider-Man fell off a building, knocking the groom-to-be unconscious.

Peter never showed up to his wedding, and his guests assumed he got cold feet. MJ departed devastated, overhearing Harry Osborn speculate on Peter's doubts. When Peter awoke, he was beside himself with remorse. Mary Jane would not speak to him.

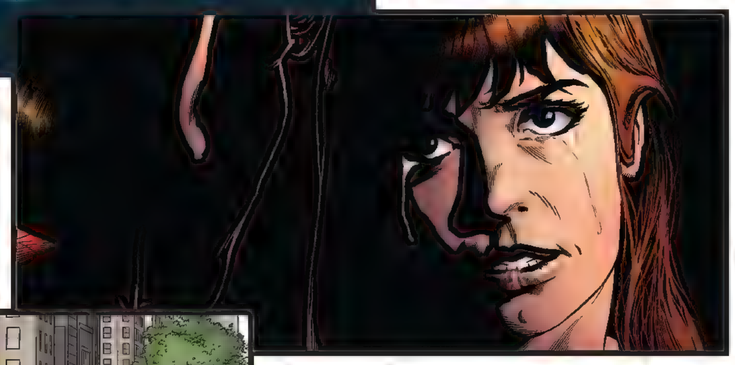


MJ eventually reconciled with Peter, under the condition they would not speak about marriage again unless Peter quit being Spider-Man. Mary Jane could not bear the thought of raising children in Spider-Man's dangerous world.

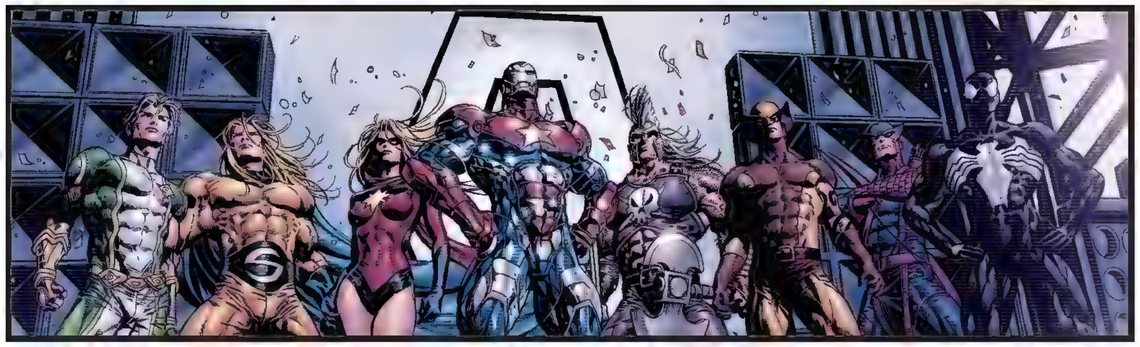
Peter and Mary Jane remained an unwed couple through the many difficult trials Spider-Man endured. This time, when Aunt May was hospitalized after being shot by the Kingpin's sniper, Peter performed CPR and, perhaps empowerd by his love, resuscitated her.

Later, Spider-Man stopped Eddie Muerte — now one of Kingpin's hitmen — from killing MJ and her aunt, Anna Watson. Realizing the need to somehow undo his unmasking, Peter sought aid from Dr. Strange. Strange collaborated with Mr. Fantastic and Iron Man to perform the elaborate task using both magic and technology powered by Iron Man's Extremis.

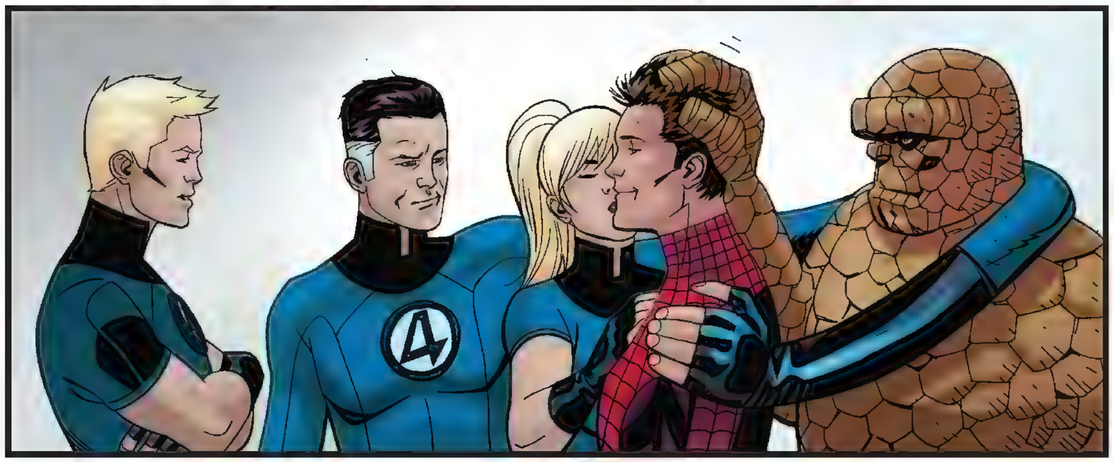
The plan worked, though Peter made sure MJ kept her memories, too. However, Peter's hope for a bright future fell apart when Mary Jane realized she didn't want to know his secret. She tearfully acknowledged she didn't believe she was strong enough to go through putting everyone she loved at risk again.



Mary Jane left Peter and made her way to California to advance her acting career.



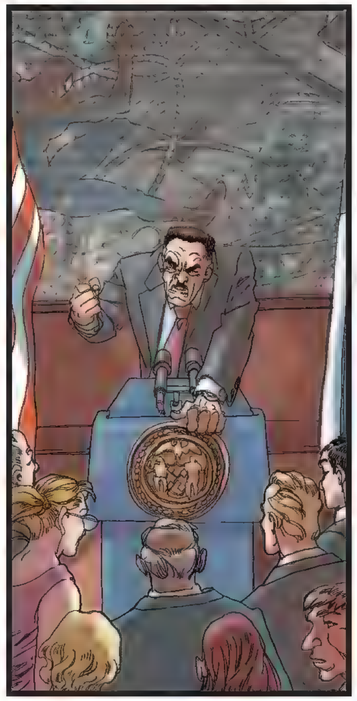
When Spidey's archenemy, Norman Osborn (the lunatic Green Goblin), fooled the world into gaining leadership of the national peacekeeping task force, H.A.M.M.E.R., he forged his own "Avengers" team using villains disguised as heroes. Norman became the armored "Iron Patriot," while Venom (Mac Gargan) was given the role of "Spider-Man" and actually helped Spidey's reputation, despite despicable cannibalistic deeds done out of the public eye.



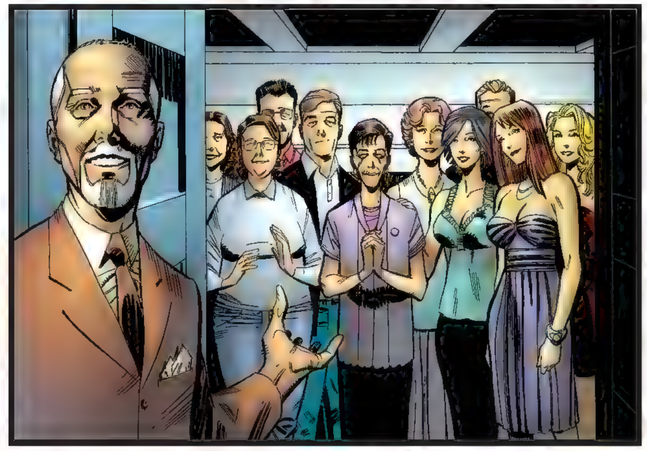
Though Peter Parker's secret identity was once again safe, Spider-Man cautiously unmasked to some of his super-hero comrades. First, after the goading of the Human Torch, he shared his secret with the Fantastic Four…

…and with his teammates on the Avengers. Knowing Peter from high school, Jessica Jones embarrassed herself by admitting the huge crush she once had for him.

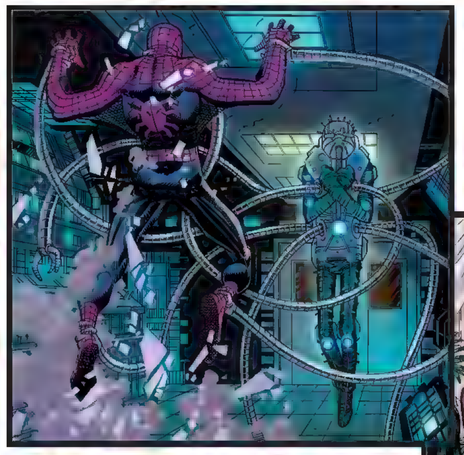
While Spider-Man was away sharing an epic adventure with the Fantastic Four in the Macroverse, his Aunt May grew closer to J. Jonah Jameson Sr. ("Jay")– while Spider-Man's personal nemesis Jonah Jr. became mayor of New York City, much to Peter's horror. May and Jay became engaged soon after.



Peter's best buddy, Harry Osborn, got into trouble accepting a job as his father Norman's newest Avenger, the "American Son." Spidey infiltrated Avengers Tower posing as Venom to extract Harry from a life of servitude under his father's thumb.

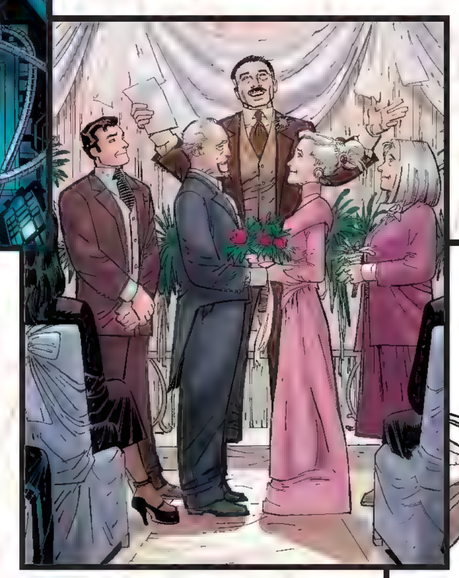


Jay surprised May at their rehearsal dinner in Boston, reuniting her with her family—including long-lost sister Jan, cousin Julia and Julia's three young daughters. At the party, Peter clashed with Damon Ryder, a former colleague of Peter's clone, Ben Reilly, who had tracked down the Reilly family in Boston. As the dinosaur-man Raptor, Ryder had suppressed the memory of killing his wife and children, misdirecting the blame onto Ben. Raptor fled after Spider-Man explained Ben was dead.

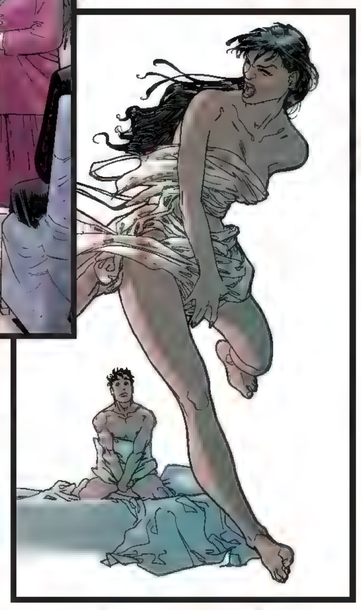


On May and Jay's wedding day, Spidey battled against all of New York City — haywire traffic signals, malfunctioning power grids, exploding steam pipes — as a dying Dr. Octopus attempted to take control of the Big Apple's infrastructure as a final "gift" of his genius.

Spider-Man defeated Octopus in time for the wedding to proceed. Mary Jane surprised everyone by showing up at the reception, causing Peter consternation about talking with his ex. She announced her return to New York City hosting a fashion-themed reality TV show.



Peter and his new roommate Michele had a one-night fling after the reception, severely straining their relationship once the morning arrived.



While Aunt May went on a honeymoon around the world, Peter took a job working as Mayor Jameson's staff photographer. On assignment to plant a dirty bomb in New York City, the Chameleon kidnapped Peter and assumed his identity to gain access to the city's security system.

Peter escaped near-certain death in the Chameleon's acid bath and foiled his plans. However, the Chameleon escaped and joined with his sister-in-law, Sasha Kravinoff, as she began gathering her forces to weaken Spider-Man.

Spidey reignited his old romance with the Black Cat (Felicia Hardy) while they investigated an elaborate insurance scam by the techno-magician Diablo. With the Cat no longer aware of Spider-Man's secret identity, their relationship lacked serious commitment.

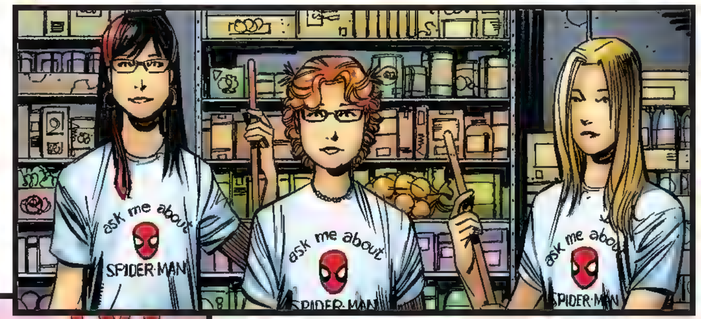
Considering his future with Felicia tenuous, Peter kept his options open. He accepted a blind date with Hebe, unaware she was the Olympian goddess of youth and Hercules' estranged wife. The jealous Hercules interrupted the date.

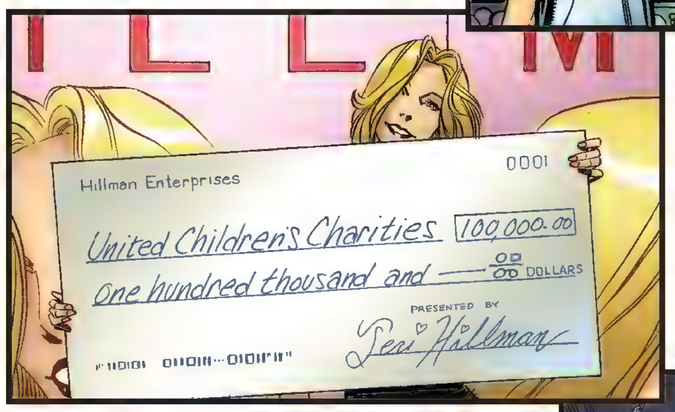
Peter also went on a date with his Avengers cohort Ms. Marvel and found they had little in common outside of "shop talk" besides a love for junk food and a physical attraction to each other.

Damon Ryder followed Peter, confronting him at the Front Line newsroom until Editor in Chief Ben Urich called the police. Spider-Man hunted for Ryder, but found he was not alone. Peter's deformed clone, Kaine, also sought Ryder, hoping for a cure to his cellular degeneration.

At Aunt May's home, Raptor held Harry Osborn and May's cousins hostage to lure Peter into a trap. Spider-Man and Kaine battled Raptor, setting May's home ablaze. After the combatants fled the scene, Kaine apparently killed Raptor for lying about having a cure.

On a lighter note, three bright Manhattan high-school girls, tired of being nobodies compared to the cruel popular crowd, decided to become the "Spider-Girls" and demonstrate the power of community service honoring Spider-Man as their role model. They became instant celebrities.

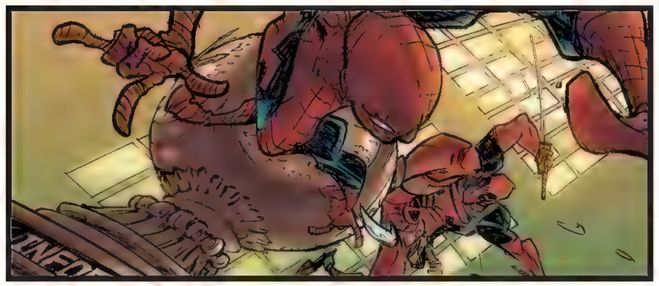




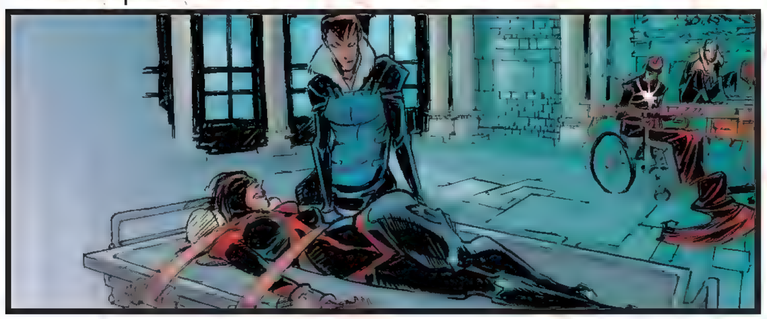
Scandalous TV star Teri Hillman took advantage of the girls and co-opted their name for merchandizing. Indignant, the girls challenged Teri to donate her profits to charity. Teri accepted on condition that Spider-Man go on a date with her. Mayor Jameson hoped to leverage the situation to arrest Spider-Man.

However, Teri had a change of heart, doubling her donation and cancelling the date. Jameson's special task force, the Anti-Spider-Man Squad, needed a new lure and kidnapped the Spider-Girls. Spidey followed the girls with a Spider-tracer and rescued them.

Kraven the Hunter's widow, Sasha, and teen daughter, Ana, had been planning to bring Sergei Kravinoff back from the dead using the blood of Spider-Man. First, they kidnapped members of Spider-Man's "family," beginning with the blind and debilitated psychic Madame Web. Drugged by Ana, Madame Web was forced to reveal her visions to assist the Kravinoffs.

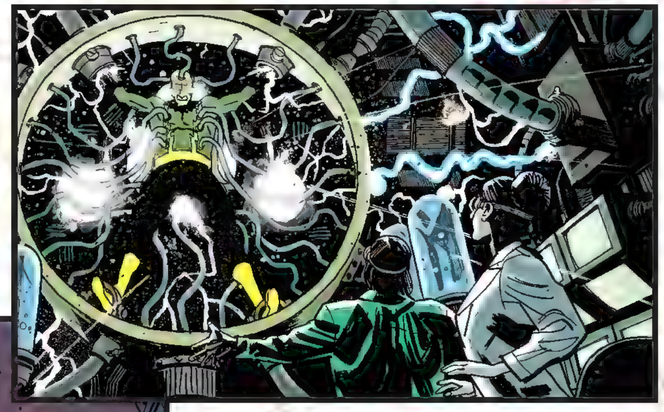


The Kravinoffs also had been orchestrating a gauntlet for Spider-Man, as many of his most deadly adversaries challenged him one after another. Sasha hired the "Merc with a Mouth" Deadpool to distract Spider-Man…



…leaving him unable to protect spirited teen Spider-Woman Mattie Franklin from joining Madame Web in captivity.

Meanwhile, looking to boost his fading powers, Electro rallied angry New Yorkers against the DB's Dexter Bennett after the newspaper received a federal bailout. Blackmailing Bennett for cash in exchange for ending his public protests, Electro paid the Mad Thinker to augment his powers.



Electro's power-crazed antics destroyed the DB building. Though captured by Spider-Man, the living lightning bolt was sprung from prison by the Chameleon and Sasha.

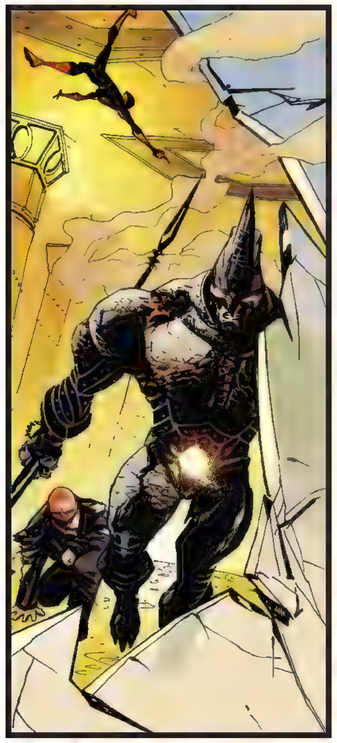
Norman Osborn's reign of political and public reputation finally began to tumble. Overstepping his bounds, he disregarded protocol and lay siege against the magical realm of Asgard, which floated over Broxton, Oklahoma.

Spider-Man and Ms. Marvel joined the Avengers in protecting Asgard. While they battled Venom, the symbiote left Gargan and bonded to Ms. Marvel. With Spidey's assistance, she was freed and Venom was captured.

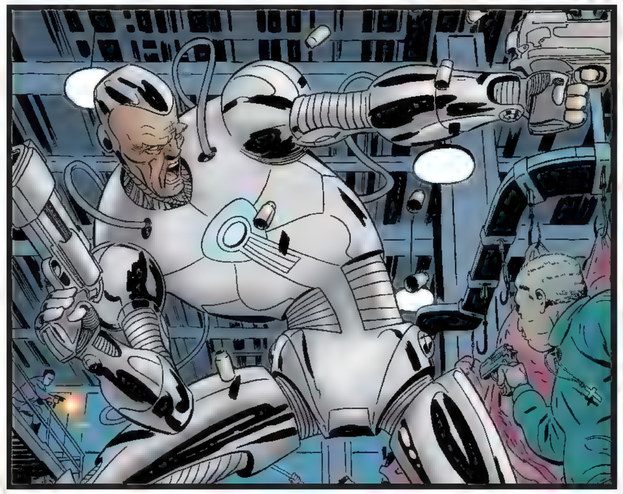
Though the Sentry destroyed Asgard, Osborn was defeated — and publicly humiliated when images of him as a raving maniac wearing green face paint similar to his Green Goblin persona were broadcast to the world. Thor was forced to kill the Sentry, while Osborn went to jail.

Afterward, the Superhuman Registration Act, which had dramatically divided the hero community, was thrown out, and Steve Rogers (formerly Captain America) took command of the global peace-keeping organization S.H.I.E.L.D. and a new Avengers — including Spider-Man.

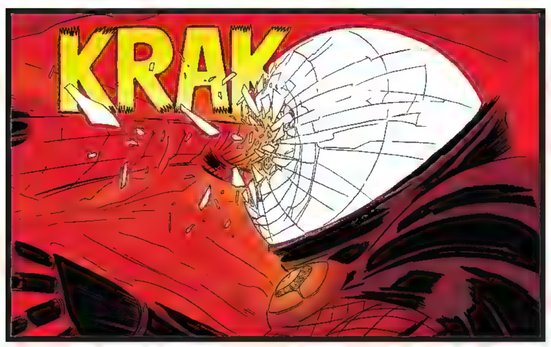
Spider-Man's gauntlet continued. He struggled to rescue Keemia Alvarado, a young orphan living in a giant sandcastle on Governor's Island. She called the Sandman her "daddy," unaware one of the grainy villain's multiple personalities had killed her mother. Spidey rescued Keemia and exonerated his friend, CSI tech Carlie Cooper, who was falsely accused when Sandman had stolen evidence from the police.



Aleksei Sytsevich, more commonly known as the Rhino, settled down with a waitress named Oksana and was trying to be a law-abiding casino security guard. Challenged by a new tech-powered Rhino — hired by Sasha and seeking to "ascend" by defeating his predecessor — Aleksei surrendered, accepting Spider-Man's advice not to return to his costume.



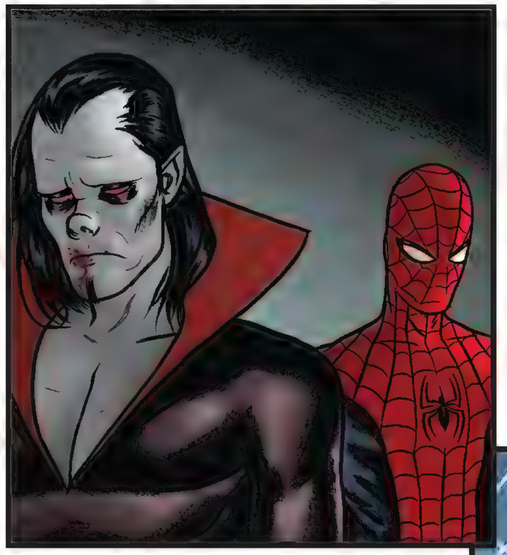
Mysterio – apparently Quentin Beck back from the dead – used a remote-control Silvermane robot to make the Maggia believe their metallic crime boss had returned, while igniting a gang war against Mr. Negative and Hammerhead.



While Mysterio tried to fool Spider-Man into thinking the Big Man and Capt. George Stacy were back from the dead, too, it was no illusion that Carlie Cooper's supposedly deceased father Ray appeared to his daughter. Carlie, crushed to discover he was a crooked cop, turned him in.

Though Spider-Man wrecked Mysterio's plans, the illusionist escaped and joined Sasha's team. Meanwhile, Aunt May caught her boss as his alter ego, Mr. Negative, disemboweling one of his henchmen. For a time, she became the foul-tempered "Anti-May," corrupted and controlled by Mr. Negative's personality-altering touch. May berated Peter, and threw Harry and her cousins out of her home.

While Harry Osborn moved in with Mary Jane, the Black Cat helped Spider-Man by stealing the vial of his blood kept by Mr. Negative to manufacture the "Devil's Breath" – a toxic gas lethal to anyone in Spider-Man's blood line, which Negative kept as potential blackmail material.

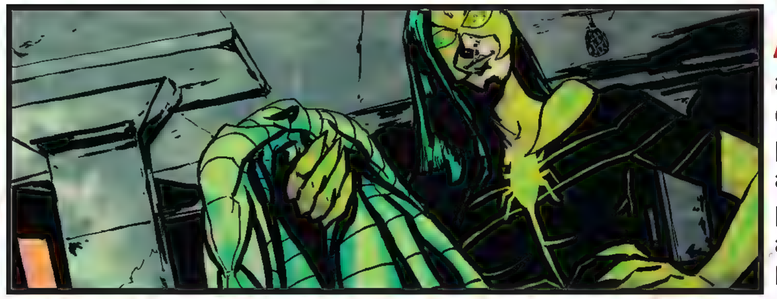


The capricious Black Cat sold Spidey's recovered blood, which ended up in the hands of Morbius the Living Vampire, who hoped to use it to cure his vampirism. Remorseful, Morbius destroyed it, but the sympathetic Spidey voluntarily gave him a blood donation.

In service to the Kravinoffs, Electro busted the new monstrous Vulture, mobster Jimmy Natale, from prison. When Mayor Jameson was framed for creating the Vulture, he was attacked by the acid-spewing winged terror until Spider-Man arrived.

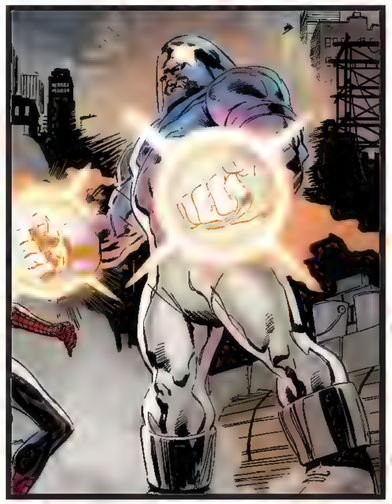
Knowing Jonah was innocent, Peter doctored a photograph to clear his boss' name. The photos made the front page, but the plan backfired as Jonah publicly declared Peter a fraud, leaving Peter disgraced and fired by both City Hall and Front Line.

The new Rhino returned to challenge Aleksei, killing his wife in the attack. Consumed by rage and ignoring Spider-Man's pleas, he recovered his old costume and slew the new Rhino.



A new Scorpion (Carmilla Black) was hired by Sasha to steal an original Mac Gargan Scorpion costume from the demonically possessed Hood. Left powerless after being stung by Scorpion, Peter protected his roommate Michele, an attorney, from near-death at the hands of a crooked client.

Caught between a cosmic champion of the Enigma Force and an unstoppable brute, Spider-Man tried to play peacemaker as Captain Universe (William Nguyen) sought vengeance against the Juggernaut, whom he blamed for all his misfortunes.



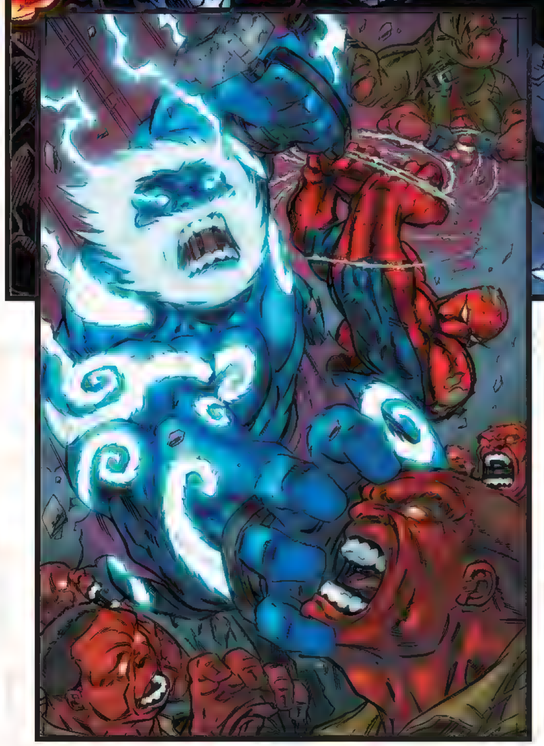
Using the Uni-Power selfishly, Nguyen was stripped of his cosmic might by the Enigma Force, which was given to the Juggernaut to repair tectonic fractures the two had caused in their battle.

Dr. Curt Connors, now a widower separated from his son Billy, performed reptile research for Phelcorp Pharmaceuticals despite his infamous past as the Lizard. His boss, smarmy executive Brian King, pressured Connors for marketable results. King's affair with Curt's attractive lab assistant provoked Connors' reptilian transformation back to the Lizard, which left King and five others savagely slaughtered.

With his Connors persona "shed," the Lizard killed Billy and tapped into the minds of New York City's population, causing riots and savage behavior. Spider-Man managed to pursuade the Lizard to release his mental hold. Distraught by Billy's death, Peter went to Aunt May, whose love for Peter finally broke Mr. Negative's influence on her.

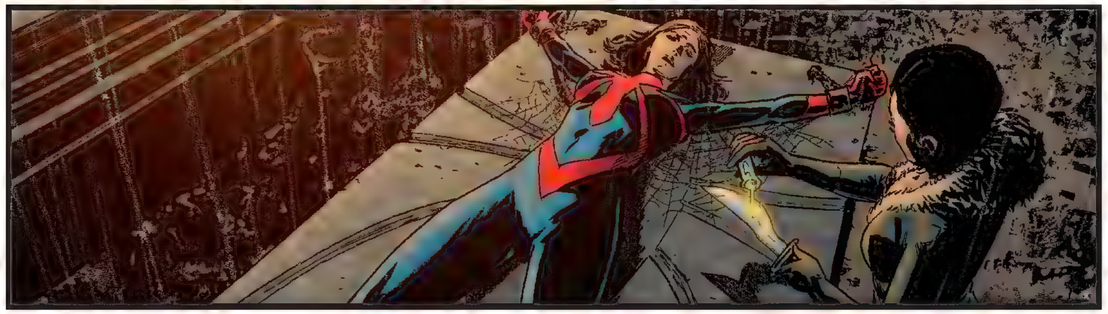
Previously, Peter and reporter Ben Urich had accompanied Doc Samson and the She-Hulk (Jennifer Walters) on a "Gamma Base" visit, while trying to expose the truth about the mysterious Red Hulk. Bruce Banner (the former green Hulk) was held prisoner there, and Spidey went toe-to-toe (or rather foot-to-face) with the Red Hulk — who was later revealed as Thunderbolt Ross, one of the green Hulk's greatest enemies.

Sometime later, the Hulk's smartest enemies, the "Intelligencia," held the eight smartest men of the world captive, including Banner. Banner tried to outsmart them, but his rescue team of heroes (Spider-Man, Thor, Ms. Marvel, Cyclops and several others) and an army of 200 A.I.M. soldiers were exposed to the Leader and M.O.D.O.K.'s Cathexis Ray, turning them all into Hulks.



While the hulked-out soldiers marched to destroy Washington D.C., they clashed with each other — including the "Spider-Thing" vs. "Thorr" — until banding together to protect the capitol. Banner and Doc Samson eventually drained the gamma-energy out of the heroes and soldiers at the expense of Doc Samson's life.

Kaine, bloody and beaten by Ana Kravinoff, warned Peter of the hunt for "spiders." The Kravinoffs' schemes finally culminated as Sasha performed a human sacrifice upon Mattie Franklin to resurrect her son the Grim Hunter, Vladimir Kravinoff. Vlad returned from the grave as a beastly lion-man and captured Araña.



Spider-Man and Spider-Woman Julia Carpenter were tricked by the Chameleon posing as a zombie of Ezekiel, a spider-like adversary from Peter's past, leading Spider-Man into the Kravinoffs' trap. Spider-Man, worn down from weeks of facing his toughest enemies, was hunted by the crazed family.

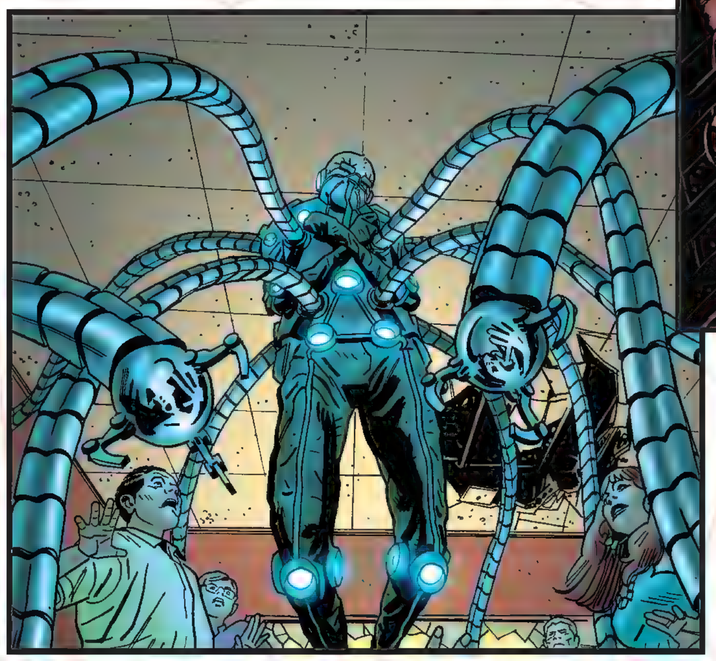
In a final act to do something worthwhile with his life, Kaine switched places with Spider-Man, and was killed by the Kravinoffs and sacrificed to resurrect Kraven the Hunter. The animals of New York City were driven mad by the unholy act, while Kraven surprised his family by acting less than appreciative.

Turning the tables, Spider-Man became the hunter, taking down the Kravinoffs one by one. Sasha killed Madame Web, who transferred her powers into Julia. Spider-Man was ready to slay Kraven when Julia showed the hero the tragic future repercussions of such an act. Spider-Man halted, despite Kraven begging him to end his unnatural new life.

The Kravinoffs fled to the Savage Land, where Sergei killed Sasha and Vladimir, leaving Ana and Alyosha to hunt each other to the death.

During this time, Bullseye killed 107 people and destroyed a New York City block. Daredevil killed the assassin and built a fortress on the ruins called Shadowland. Commanding an army of Hand ninjas, Daredevil had grown ruthless. After discovering Daredevil had become a vessel for demonic forces, Spider-Man and other heroes opposed their former ally.

Exhausted, with his spider-sense overloaded by omnipresent danger, Spider-Man handed Stanley over to the Chameleon, who was disguised as Harry Osborn.



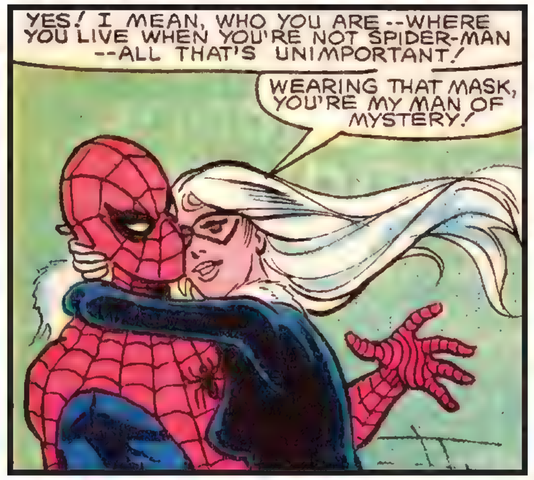
Peter and Mary Jane finally sat down and talked about their decision not to marry and their break-up. Mary Jane gave Peter her blessings to find someone new leaving Peter feeling relieved.

Seizing the opportunity for unprecedented scientific research to potentially help his ailing health, Dr. Octopus attempted to kidnap newborn baby Stanley Osborn, son of the Green Goblin and Menace. Spider-Man desperately fled with Stanley through the city, pursued by an army of reward-seeking villains.

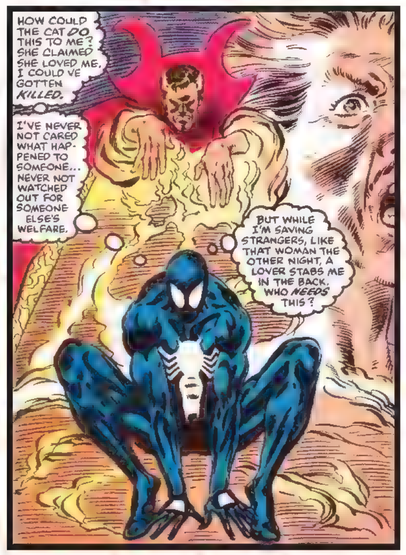
Check out the latest issues of Amazing Spider-Man for the conclusion of "Origin of the Species" — Stanley Osborn's welcome to the Marvel Universe...and coming up next: the close of Brand New Day and start of an exciting new chapter in Spider-Man's life: **"BIG TIME!"**

BLACK CAT

Following in her cat-burglar father's footsteps, Felicia Hardy became the felonious Black Cat. She clashed with Spider-Man several times during the course of her criminal career.


YES! I MEAN, WHO YOU ARE --WHERE YOU LIVE WHEN YOU'RE NOT SPIDER-MAN --ALL THAT'S UNIMPORTANT!
WEARING THAT MASK, YOU'RE MY MAN OF MYSTERY!

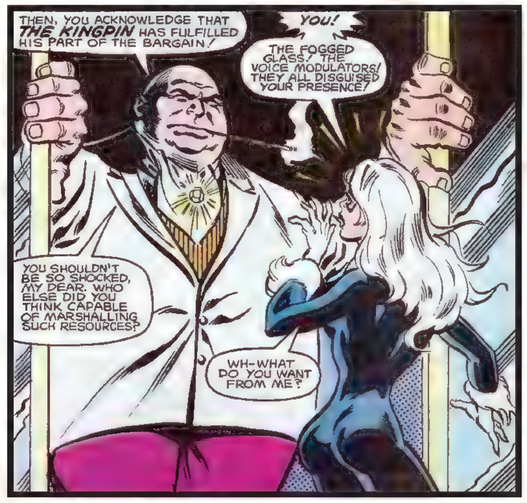
Her animosity with the wall-crawler soon turned to affection, and she fell in love with him. Eventually, the two began a relationship. Peter revealed his identity to her, but she preferred him as Spider-Man.


HOW COULD THE CAT DO THIS TO ME? SHE CLAIMED SHE LOVED ME, I COULD'VE GOTTEN KILLED.
I'VE NEVER NOT CARED WHAT HAPPENED TO SOMEONE... NEVER NOT WATCHED OUT FOR SOMEONE ELSE'S WELFARE.
BUT WHILE I'M SAVING STRANGERS, LIKE THAT WOMAN THE OTHER NIGHT, A LOVER STABS ME IN THE BACK, WHO NEEDS THIS?

Spider-Man, suffering from chronic bad luck due to his exposure to her, had Dr. Strange lift the "curse" from him; this had the unintended side effect of removing the Cat's powers in the middle of a brawl.

Even without powers, she became one of Spider-Man's staunchest allies, albeit one who often skated on the edge of the law.

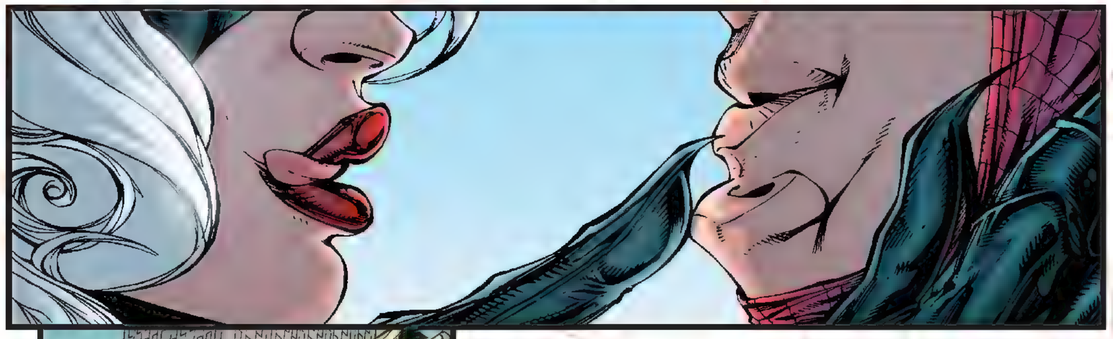
Feeling inadequate without powers of her own, Felicia sought out and eventually acquired "bad luck" powers from the Kingpin. When Spider-Man found out, the two broke up.


THEN, YOU ACKNOWLEDGE THAT THE KINGPIN HAS FULFILLED HIS PART OF THE BARGAIN.
YOU!
THE FOGGED GLASS? THE VOICE MODULATORS? THEY ALL DISGUISED YOUR PRESENCE?
YOU SHOULDN'T BE SO SHOCKED, MY DEAR. WHO ELSE DID YOU THINK CAPABLE OF MARSHALLING SUCH RESOURCES?
WH-WHAT DO YOU WANT FROM ME?

She also struck up a purely physical relationship with the wall-crawler, but this time insisted he keep his identity secret from her.

When the public's memory of Spider-Man's secret ID was erased, so was Felicia's. She set up a new identity as Ashley Moon, an investigator for the city of New York.

With her powers restored by underworld surgeon Doc Tramma, she shared a number of adventures with Spider-Man, foiling Diablo's insurance-fraud scheme, battling the Occultist and stealing a vial of Spider-Man's blood from crimelord Mr. Negative.



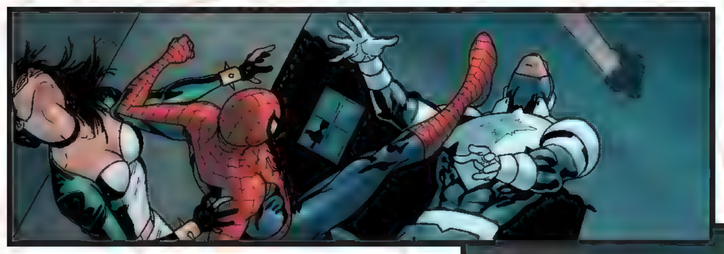
An obsessed servant of Kraven the Hunter's family, hoping to win the hand of the young Ana Kraven, framed Felicia for murder and kidnapped her mother to force her to steal the Kravinoff family's lost treasures. Felicia double-crossed him, rescued her mother and cleared her name.

When Tramma abducted Spider-Man, Felicia teamed with her old rival for Peter's affections, Mary Jane Watson, to take Tramma down.

JACKPOT

Accidentally infected with a genetically modified virus, scientist Sara Ehret gained superhuman powers, which she used to become the super heroine Jackpot.

She soon tired of the stresses of her super-heroic career and sold her identity to her friend Alana Jobson, who took dangerous drugs to give herself powers.



Jobson had a complicated relationship with Spider-Man: She helped Blue Shield when he tried to apprehend the unregistered wall-crawler…

…but she also teamed up with Spider-Man to battle the mad Menace. However, Jobson's inexperience led to the death of mayoral candidate Lisa Parfrey.

She also battled a Super-Skrull with the powers of six of Spider-Man's enemies, saving the lives of several of Spider-Man's friends.

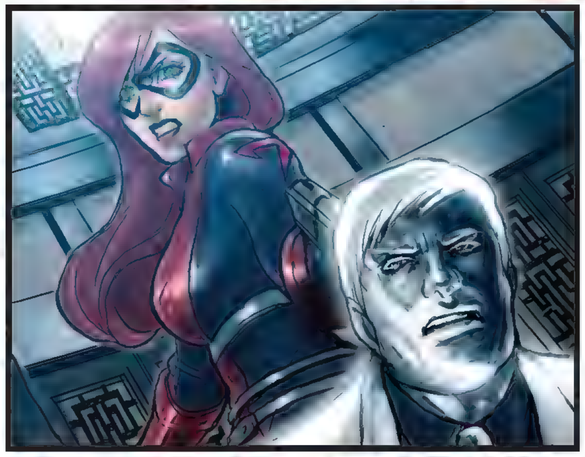
Jobson died in battle with the villainous Blindspot when his neurotoxin reacted negatively with the other drugs in her system. Reminded of her responsibility by Spider-Man, Sara became Jackpot again.

After Jackpot continued to interfere in his operations, Hayes had Boomerang kill Sara's husband Scott. Sara brought Hayes to justice, although Spider-Man convinced her not to give into her bloodlust and kill Boomerang.

Despite knowing Boomerang's cooperation would set him free, Sara saved him from the crimelord Mr. Negative, who wanted to prevent Boomerang from testifying against him.

Sara battled and defeated Boomerang, Unbeknownst to her, he was working for her employer, Dr. Phillip Alex Hayes, who had secretly turned to crime as the Rose. Hayes soon realized Jackpot's identity.

With her identity compromised, Sara moved to California with her daughter, taking the new name Alana Jobson to honor her dead friend; she returned to New York to testify against Boomerang.

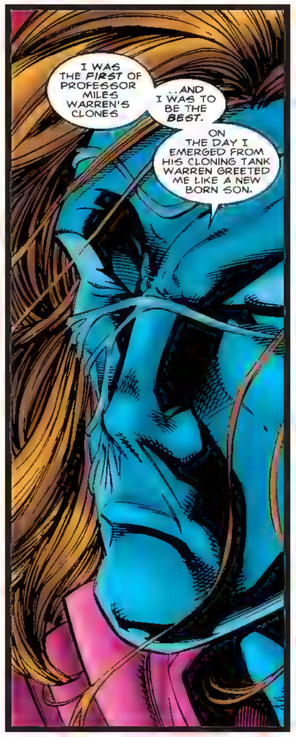


KAINE

The deranged Jackal (Miles Warren)'s first attempt to clone Spider-Man resulted in Kaine. Initially normal, he began to degenerate, gaining new powers on top of his scarred appearance.

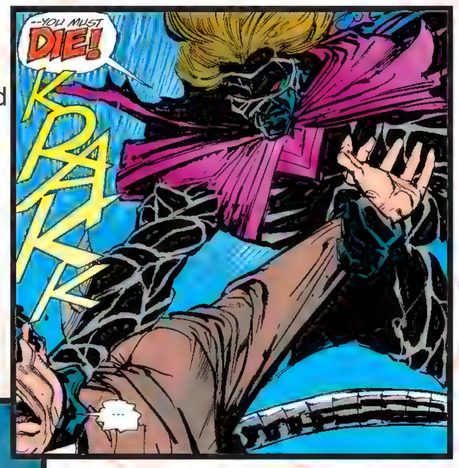
For years, Kaine haunted the Jackal's "perfect" clone, Ben Reilly, as he wandered America. They clashed repeatedly, although Ben escaped every time.

WHY DO YOU KEEP FIGHTING, REILLY?
WHY DO YOU REFUSE TO LAY DOWN IN DEFEAT AND DIE -- LIKE THE WHIPPED DOG YOU ARE?
KAINE -- FOR GOD'S SAKE -- THERE'S NO REASON FOR THIS!
YOU'RE IN TERRIBLE PAIN! ANYONE CAN SEE THAT!
LET ME HELP YOU!
A GOOD MAN TILL THE VERY END -- EH, BEN?


I WAS THE FIRST OF PROFESSOR MILES WARREN'S CLONES
...AND I WAS TO BE THE BEST.
...ON THE DAY I EMERGED FROM HIS CLONING TANK WARREN GREETED ME LIKE A NEW BORN SON.

During his exile, he worked as a killer-for-hire, leaving his victims branded with the "Mark of Kaine." His criminal dealings once brought him into conflict with Kraven the Hunter.

When Reilly returned to New York, Kaine followed him and menaced Ben while trying to "help" Peter by murdering his enemies, including Dr. Octopus and Kraven's son the Grim Hunter.



Like Peter and Ben, Kaine was caught up in the Jackal's machinations, but ultimately gave his life to save the Jackal from the hyper-evolved clone Spidercide.

Resurrected to fight in the gladiatorial Great Game, Kaine eventually made his peace with Reilly and turned himself over to the authorities. In prison, his degeneration began to kill him, but his will to live kept him alive.

After years of exile, Kaine returned, working to destroy Peter with the mad Raptor (Damon Ryder), who promised to arrest Kaine's degeneration. When Ryder revealed he'd lied, Kaine attacked him.

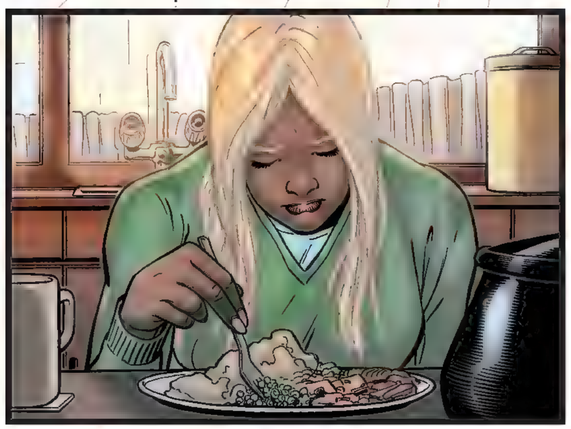
When Kraven the Hunter's family began attacking other spider-themed superhumans in an attempt to draw Spider-Man out, they targeted Kaine, badly injuring him. Peter took him in, allowing him to recuperate.

The Kravinoffs finally lured Peter into battle. Kaine took Spider-Man's place and was killed in his stead. They used his blood to resurrect Kraven the Hunter, who Peter soon defeated.

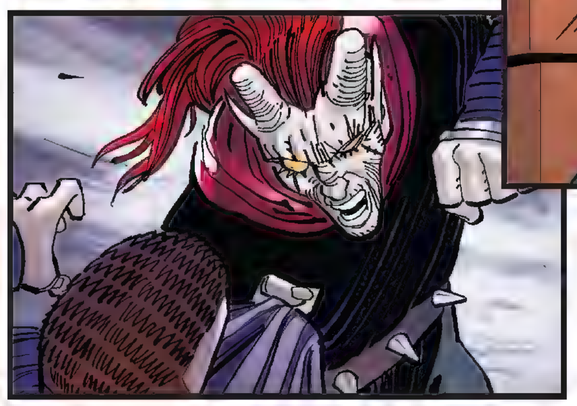
Peter had Kaine buried, but a mysterious force soon returned him to life as the new Tarantula for unknown reasons.

MENACE

The daughter of New York prosecutor Bill Hollister, Lily Hollister could never live up to her father's expectations.



The formula gave her the ability to transform into a monstrous form; using Norman's weaponry, she became the super-terrorist Menace.



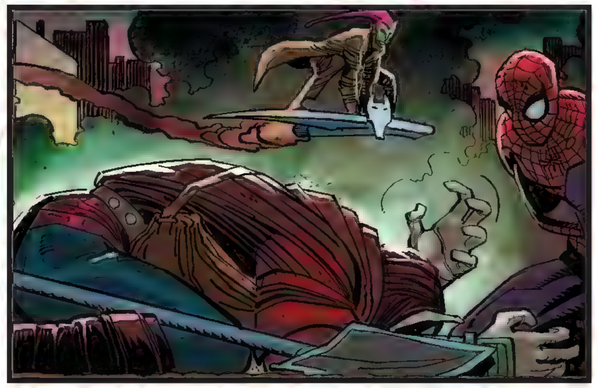
As a young adult, she dated Harry Osborn, former head of Osborn Industries and son of the villainous Norman Osborn. While visiting their offices, Lily found one of Norman's secret hideouts and accidentally exposed herself to a Goblin serum.

To encourage her father to run for mayor of New York City, she tried to threaten candidate Lisa Parfrey to leave the race, but accidentally killed her instead, running afoul of Spider-Man in the process.

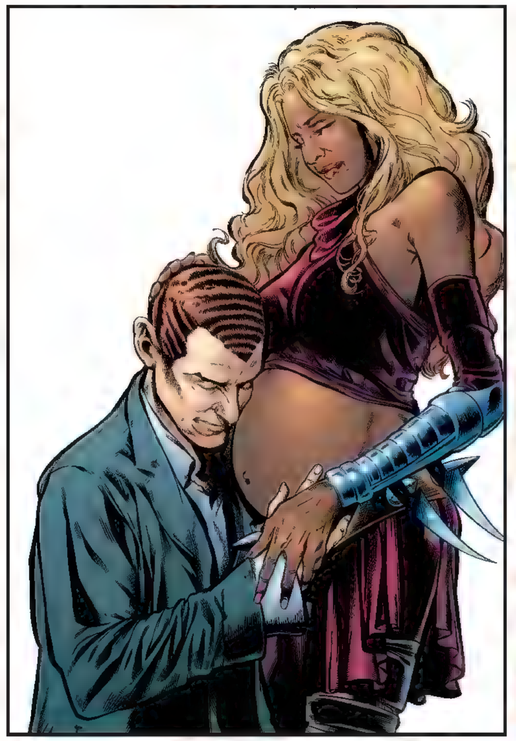
When her father did decide to run for mayor, she attacked his campaign as Menace, hoping to drum up sympathy for him, and battled anyone who stood in her way – including Spider-Man, Jackpot and even Norman Osborn.

With the election days away, Menace hunted down and defeated Spider-Man, who had been framed for murder.

Her father won the election– but Harry, who had discovered her secret, defeated her, revealing her identity on live TV. Bill resigned before the inauguration, and Lily was sent to jail.



H.A.M.M.E.R. director Norman Osborn released Lily from jail, and became her mentor and lover. He also gave her an improved Goblin serum, altering her Menace form.



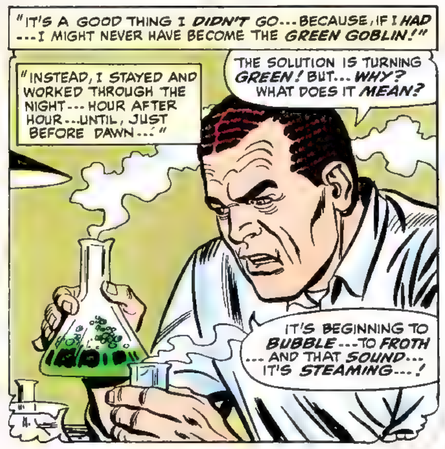
After Norman was deposed and imprisoned, Lily went on the run; she gave birth to a baby boy, Stanley. Seeing opportunities for research upon the Goblin-child, the terminally ill Dr. Octopus attempted to kidnap him. Spider-Man was forced to take the baby, and run from the clutches of Doc Ock and his army of villains.

She soon became pregnant by Norman in a ploy to convince Harry to join his father's Avengers, Lily claimed the baby was his. When Harry discovered the truth, he rejected both Norman and Lily.

HARRY OSBORN

The son of wealthy industrialist Norman Osborn, Harold Theopolis Osborn had everything a young man could want — that is, except a mother and the loving attention of his father.

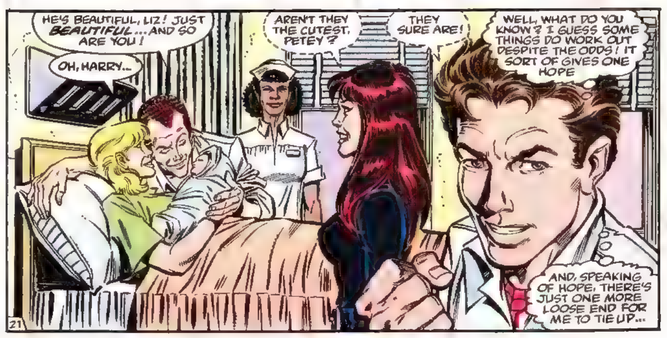
Norman's experimentations with a strength-enhancing serum backfired on him, leaving him powerful though deranged; he adopted the villainous identity of the Green Goblin. Harry headed off to college, where he befriended Peter Parker and invited him to be his roommate.


"IT'S A GOOD THING I DIDN'T GO...BECAUSE, IF I HAD ...I MIGHT NEVER HAVE BECOME THE GREEN GOBLIN!"
"INSTEAD, I STAYED AND WORKED THROUGH THE NIGHT...HOUR AFTER HOUR...UNTIL, JUST BEFORE DAWN..."
THE SOLUTION IS TURNING GREEN! BUT...WHY? WHAT DOES IT MEAN?
IT'S BEGINNING TO BUBBLE...TO FROTH ...AND THAT SOUND... IT'S STEAMING...!

Harry's happy days soon ended as heartache over the capricious Mary Jane Watson, and anguish over his father's instability and cruelty, led Harry to drugs. The Goblin killed Harry's high-school friend, and Peter's girlfriend, Gwen Stacy.

BUT, PETER PARKER IS THE VERY LAST THING ON HARRY OSBORN'S MIND--
I--NEVER FELT THIS WAY--BEFORE.
IT'S LIKE--I'M DROWNING--FALLING--DYING INSIDE! NOTHING SEEMS REAL--NOTHING HANGS TOGETHER...
THE PILLS! IT--MUST BE--THE PILLS...
THEY'RE DRIVING ME--OUT OF MY MIND!

Harry was remanded to a psychiatric hospital and later returned with his memories of Spider-Man's identity suppressed. Harry married Liz Allan and became a family man, raising a son, Normie, while running Osborn Industries.


HE'S BEAUTIFUL, LIZ! JUST BEAUTIFUL...AND SO ARE YOU!
OH, HARRY...
AREN'T THEY THE CUTEST, PETEY?
THEY SURE ARE!
WELL, WHAT DO YOU KNOW? I GUESS SOME THINGS DO WORK OUT DESPITE THE ODDS! IT SORT OF GIVES ONE HOPE
AND, SPEAKING OF HOPE, THERE'S JUST ONE MORE LOOSE END FOR ME TO TIE UP...
21

Having witnessed his father apparently die fighting Spider-Man in the aftermath of Gwen's death, Harry discovered his roommate's secret identity and sought vengeance as the Green Goblin himself.

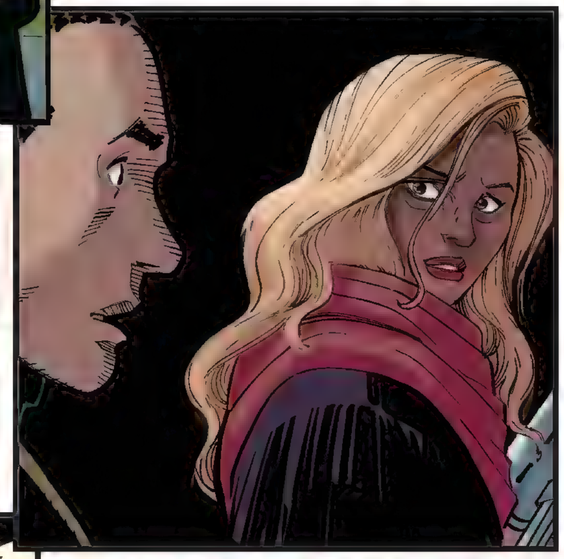
FOR, YOU SEE, HARRY OSBORN HAS LONG HAD HIS SUSPICIONS ABOUT PETER PARKER, SUSPICIONS BORN WHEN SPIDER-MAN WAS FOUND WITH THE DEAD BODY OF NORMAN OSBORN!...
*SPIDEY #122. --ROY.

Losing his sanity again, Harry became the Green Goblin and tormented Spider-Man. Harry appeared to have died from ingesting a toxic Goblin formula – but, in reality, Norman secretly whisked him away to Europe, aided by the master illusionist Mysterio.

Harry surprised everyone when he returned to New York, alive and well. Liz had moved on in his absence, and the two divorced. As an act of reparation for the suffering he caused Liz, Harry used his resources at Oscorp to cure Liz's step-brother, the Molten Man, of his fiery skin condition.

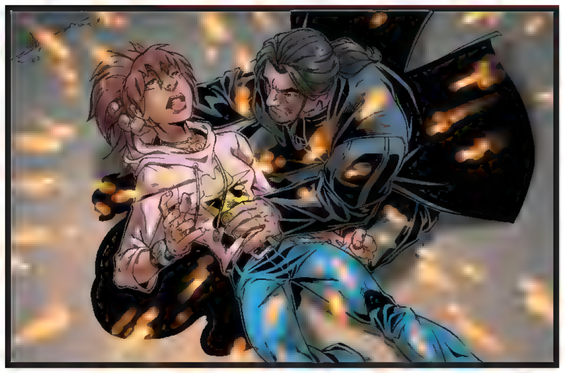
Harry Osborn's engagement to Lily Hollister was ruined by the revelation his fiancé was secretly the grotesque terrorist Menace. Learning Lily was pregnant, he accepted a job offered by his father at Avengers Tower to stand at his side as "American Son." Harry only took the job to find a cure for Lily and rescue her.

In the aftermath of a battle between Norman and Harry, with Spidey in the middle, Norman disowned Harry – embracing Lily, actually pregnant with his child.



Harry's half-brother – Gabriel Stacy, the insane son of Gwen and Norman – was given the American Son title. Gabriel tried to kill Harry, but Harry outsmarted him, taking control of the armor originally designed only for him. Severed from his father's fortunes, Harry is now staying with Mary Jane and trying to keep his café afloat.

SPIDER-GIRL

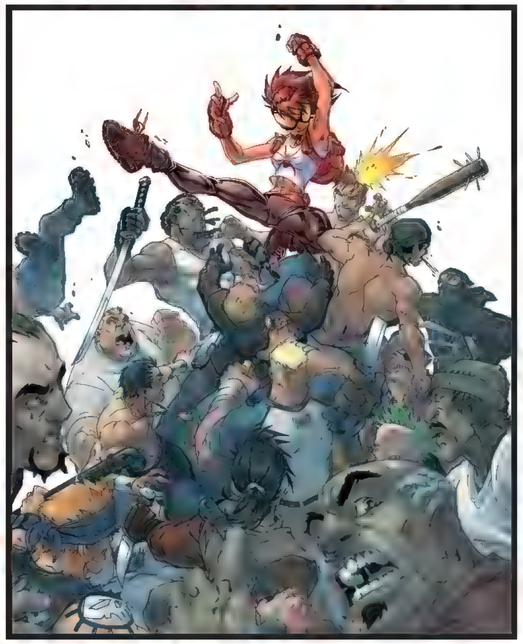


Partnered with Spider Society mage Miguel Legar, Anya called herself Araña and proved to be a formidable opponent despite her inexperience and the doubts of her superiors.

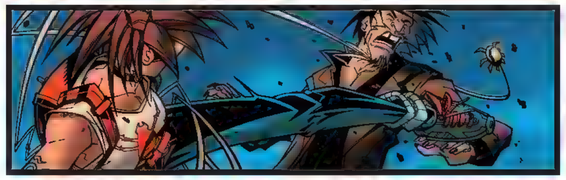
Through the lineage of her mother, Sofia, Anya was a descendant of one of the original Spider Society Hunters. Sofia was killed when Anya was only six. Seeking justice for her mother's murderer, Araña nearly killed Mexican crimelord Felix Jade, but Jade escaped. Later, she learned she had apparently targeted the wrong man.

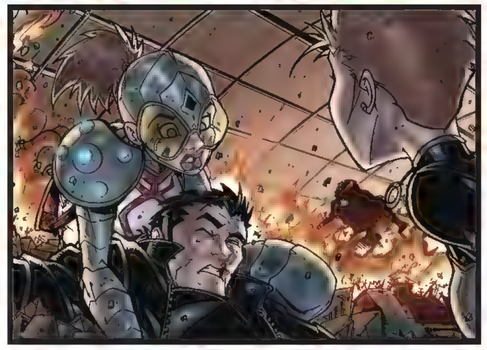
When the Spider Society disrupted a Wasp ceremony, both Miguel and Anya's rival, Nina, were killed, as had been prophesized. Araña relinquished the Hunter power to Nina, restoring her to life. However, Araña's mystical carapace, a gift from her mother, remained with her.

Streetwise and scrappy Brooklyn teen Anya Sofia Corazon was transformed into the mystical Hunter for the ancient Spider-Society when she stumbled into the middle of fight between the Spiders and their rivals, the Sisterhood of the Wasp.



She soon acquired her own arch-enemy, classmate and Egyptian assassin Amun. Though the two clashed while Amun was on assignments, Araña once saved Amun's life. She earned his respect and Amun dropped his personal vendetta against her.

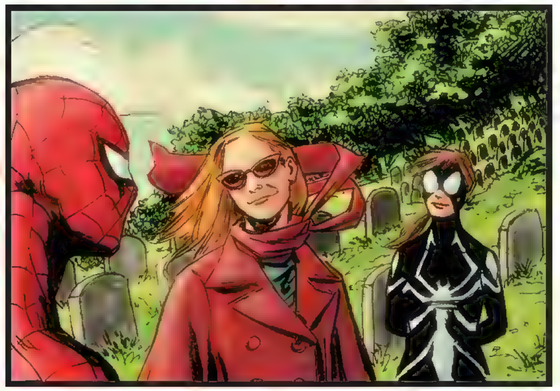




After passage of the Superhuman Registration Act, Araña registered and received training under Ms. Marvel and Wonder Man, much to her father's dismay.

Battling the Doomsday Man with Ms. Marvel, Araña's carapace was violently torn from her body.

Kidnapped by the Kravinoff family – making human sacrifices to resurrect the family patriarch, Kraven the Hunter – Araña was rescued by Spider-Man. In the aftermath, Julia Carpenter gave Anya her Spider-Woman costume, while Julia became the new Madame Web.



Despite this, Araña remained a hero and became friends with Nomad (Rikki Barnes); the two heroines worked together to expose the nefarious clandestine Secret Empire and shared their true identities with each other.

Araña and Nomad joined forces with Gravity, Firestar and Toro – forming the Young Allies and defending New York from the chaotic gang of alleged super-villain offspring, the Bastards of Evil.

EXTREMIST

REAL NAME: Tyler Smithson
ALIASES: None
IDENTITY: Known to authorities
OCCUPATION: Terrorist
CITIZENSHIP: USA

PLACE OF BIRTH: Unrevealed
KNOWN RELATIVES: Unidentified mother (deceased)
GROUP AFFILIATION: None
EDUCATION: Unrevealed
FIRST APPEARANCE: Web of Spider-Man #8 (2010)

Art by Javier Rodriguez with Pat Olliffe & Nick Dragotta (bottom inset)

HISTORY: Suffering from a rare form of Munchausen syndrome, a psychological disorder that made her falsely believe her son was a mutant, Tyler Smithson's mother repeatedly tried to enroll him in the Xavier Institute. Tyler developed a rigid sense of morality, seeing things in purely black-and-white terms; he saw super heroes as good and all who opposed them as evil agents of "the gray." When his mother was killed in a clash between warring crimelords Mr. Negative and the Hood (Parker Robbins), Tyler used the settlement money awarded to him to hire underworld surgeon Doc Tramma to give him superhuman abilities, including the power to see auras. Desiring to see only truth, Tyler gouged out his eyes and dubbed himself "the Extremist," swearing to destroy enemies of super heroes, starting by murdering TV pundit Mark Branden. He next targeted Peter Parker for posting unflattering pictures of Spider-Man online; Parker escaped his invisible attacker via his spider-sense, During the ensuing battle with Parker's alter ego, Spider-Man, Tyler was disappointed sensing the web-slinger's "flawed" aura. He next attacked New York City Mayor J. Jonah Jameson, hoping to lure Spider-Man to him and destroy him before he could tarnish his own image. After a pitched battle through City Hall, Spider-Man showed Tyler his own "gray" aura, distracting him long enough to be wounded by the building's laser defenses.

HEIGHT: 7'4" **WEIGHT:** 210 lbs. **EYES:** None (formerly blue) **HAIR:** None (formerly brown)

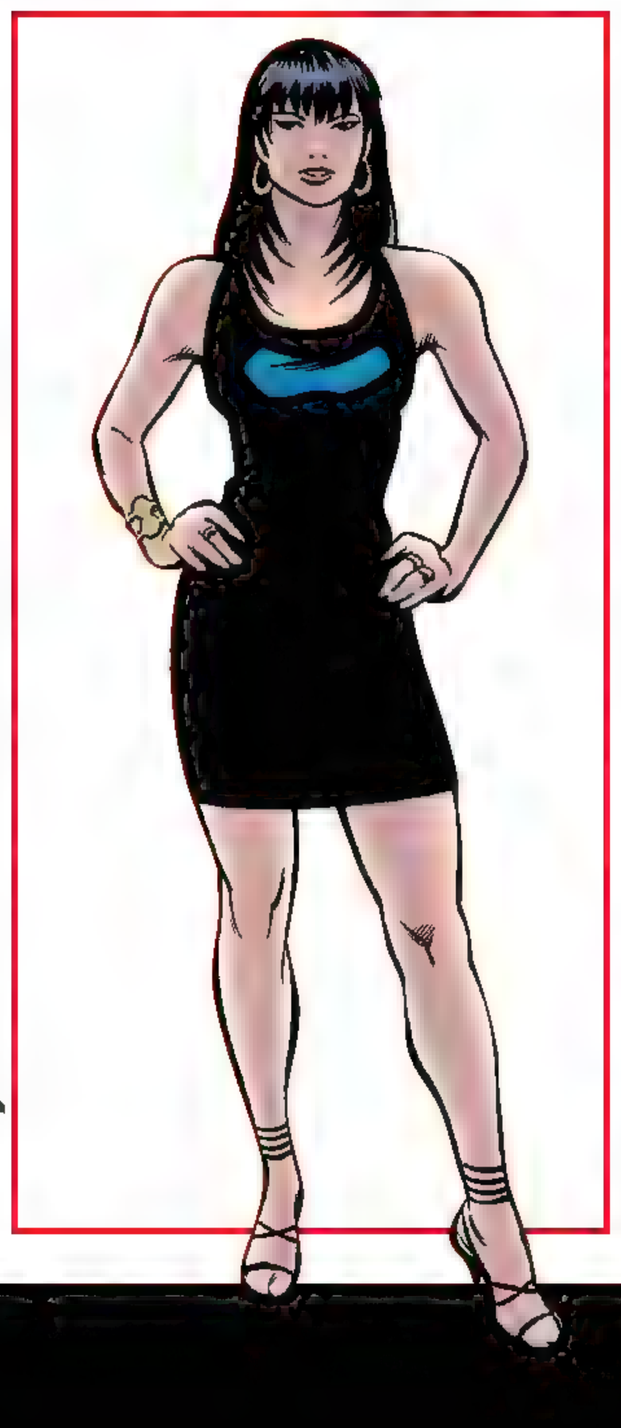
ABILITIES/ACCESSORIES: Smithson can fly, teleport, and become intangible; he can also make other people or objects intangible. He can also make himself visible to a selected individual, but invisible to all others. He carries a pistol that channels his energies into destructive blasts. He has limited telepathy and can perceive Kirlian auras despite being eyeless.

INTELLIGENCE: 2 **STRENGTH:** 3 **SPEED:** 2/7 (Teleportation) **DURABILITY:** 2
ENERGY PROJECTION: 5 **FIGHTING SKILLS:** 2

MICHELE GONZALES

REAL NAME: Michele Gonzales
ALIASES: "Satan," "Sheller"
IDENTITY: No dual identity
OCCUPATION: Criminal defense attorney; former public defender
CITIZENSHIP: USA
PLACE OF BIRTH: Hunts Point, New York City, New York

KNOWN RELATIVES: David Gonzales (father), Vincent Gonzales (brother)
GROUP AFFILIATION: None
EDUCATION: BS in political science, JD in law
FIRST APPEARANCE: (Partial) Amazing Spider-Man #592 (2009); (full) Amazing Spider-Man #594 (2009)



Art by Marco Checchetto

HISTORY: After working in Chicago as a criminal defense attorney, Michele Gonzales returned home to New York City, residing in her brother Vin's apartment and acting as his attorney for his involvement framing Spider-Man (Peter Parker) for murders. When Michele finally met her absentee roommate, Peter Parker, after two months, she caught him in the nude. Despite the awkward start, Michele volunteered to be Peter's date for his Aunt May's wedding, where Peter's ex-fiancée, Mary Jane, unexpectedly arrived. Anxious, Peter became intoxicated from a little champagne. Seeing her date's low alcohol tolerance, Michele substituted his subsequent drinks with soda. That night, Peter and Michele slept together, but the following morning Michele was furious that Peter remorsefully barely remembered their passionate night. After temporarily kicking Peter out of the apartment, she continued to torment him. The Chameleon (Dmitri Smerdyakov) abducted and impersonated Peter for a couple of days. When Michele requested "Peter" find a new apartment, the Chameleon seduced her, leading Michele to mistakenly believe Peter and she were a couple. The real Peter returned and explained the impersonation, but the disbelieving Michele responded to Pete's romantic disinterest with a punch to his face. Things remained tumultuous, especially in light of Peter's unemployment, until one of Michele's clients, Lucas, sought her help. Though Michele always believed in Lucas' innocence, she caught him working for the Hood. Lucas strangled Michele until Peter saved her, softening Michele's animosity towards her roommate.

HEIGHT: 5'6" **WEIGHT:** 140 lbs. **EYES:** Brown **HAIR:** Black

ABILITIES/ACCESSORIES: Cunning and skillfully manipulative, Michele Gonzales has some knowledge of Tae Bo kickboxing and claims to know the Thai martial art Muay Thai.

INTELLIGENCE: 3 **STRENGTH:** 2 **SPEED:** 2 **DURABILITY:** 2
ENERGY PROJECTION: 1 **FIGHTING SKILLS:** 3

JACKPOT

HISTORY: Pregnant scientist Sara Ehret was working on a cure for Parkinson's disease via gene therapy when she accidentally scratched herself with a syringe containing a virus designated "Lot 777." She immediately lapsed into a coma while the virus altered her DNA. After four months, she made a full recovery and gave birth without incident; due to her accident, however, the lab lost its funding, and her employer, Dr. Philip Alex Hayes, turned to crime as the masked drug lord the Rose to keep it running. Shortly afterward, Sara, her husband, Scott, and her infant daughter, Maddie, were imperiled by falling debris, dislodged by a criminal battling Spider-Man (Peter Parker); Sara grabbed the debris before it could hit them. Realizing she had super-powers, she adopted the costumed identity Jackpot, patterning her super-hero persona and appearance after her favorite soap opera actress, Mary Jane Watson, and registered with the Initiative. After a brief stint adventuring, during which she helped Spider-Man rescue bystanders from the villainous Overdrive, she was recognized in costume by her friend Alana Jobson. Tired of super-heroics, Sara sold her Jackpot identity to Alana, who falsely claimed she had powers of her own. After battling the terrorist Menace (Lily Hollister), teaming with fellow Initiative hero Blue Shield (Joseph Cartelli) to help hunt down the unregistered Spider-Man, and helping to repulse the Skrull invasion of Earth, Alana died when the drugs she used to give herself super-powers reacted negatively with the villain Blindspot (Nick Chernin)'s neurotoxin. Spider-Man confronted Sara, angry she had abdicated her responsibility. Feeling responsible for Alana's death, Sara readopted her Jackpot identity and resumed her vigilante activities.

During a battle with the mobster Hammerhead, her loose-fitting costume became a liability; shortly afterward, she switched to a more form-fitting outfit. She generally tried to avoid superhuman opponents, but ran afoul of the super villain Boomerang (Fred Myers) while investigating a drug smuggling operation (which, unbeknownst to her, was run by Hayes). Myers got the better of her, but she escaped by shooting him with her grappling-hook pistol; Hayes later found her fingerprints on the grappling hook and discovered her secret identity. After teaming with Spider-Man to battle one of Hayes' drug dealers, the White Rabbit (Lorina Dodson), she enlisted Reed Richard's aid to determine the Rose's drugs were derived from the Corruptor (Jackson Day)'s psychoactive sweat glands. Before she could investigate further, Boomerang, disguised as a Chinese food delivery man, murdered Scott in front of her and Madeline; grievously wounding Myers, Sara escaped and teamed with Spider-Man to hunt down the Rose, then battled Myers again, nearly killing him before Spider-Man convinced her to stop. Her identity compromised, the authorities relocated Sara and her daughter to Sherman Oaks, California; to honor her late friend and protect herself, Sara changed her name to Alana Jobson. She was called back to New York to testify against Boomerang; learning Myers had been targeted by Chinatown crimelord Mr. Negative ("Martin Li") to prevent him from testifying against one of his affiliate syndicates, Eastern Wind, she donned her costume again to learn more. After battling the Shocker (Herman Schultz), she discovered an assassination attempt was imminent; at Ryker's Island, she learned Negative's agent Black Dragon had seemingly killed Myers, but she tracked him to Negative's hideout, where Myers was being held prisoner. Fighting her way through Negative and his Inner Demon henchmen to rescue Myers, Jackpot turned him back over to the authorities. Myers testified against Eastern Wind and the charges against him were dropped, leaving Scott's murder unpunished.

REAL NAME: Alana Jobson (legally changed from Sara Ehret)
ALIASES: None
IDENTITY: Known to authorities; Ehret identity publicly known
OCCUPATION: Unrevealed; former biologist, government super-agent
CITIZENSHIP: USA, with a criminal record
PLACE OF BIRTH: Port Washington, New York
KNOWN RELATIVES: Madeline "Maddie" Ehret/Sydney Jobson (daughter), Scott Ehret (husband, deceased)
GROUP AFFILIATION: Formerly Initiative
EDUCATION: BS in biology, PhD in molecular genetics
FIRST APPEARANCE: Free Comic Book Day 2007 (Spider-Man) #1 (2007)

HEIGHT: 5'10"
WEIGHT: 140 lbs.
EYES: Green
HAIR: Black (dyed red)

ABILITIES/ACCESSORIES: Jackpot has superhuman strength (lifting 1 ton), durability, and endurance. She carries a grappling-hook launcher. Ehret is also a skilled biologist.

POWER GRID	1	2	3	4	5	6	7
INTELLIGENCE							
STRENGTH							
SPEED							
DURABILITY							
ENERGY PROJECTION							
FIGHTING SKILLS							

Art by David Yardin with Adriana Melo & Phil Jimenez (bottom inset)

J. JONAH JAMESON SR.

REAL NAME: John Jonah "Jay" Jameson Sr.
ALIASES: Unrevealed pseudonym
IDENTITY: No dual identity
OCCUPATION: Retiree; former writer, soldier
CITIZENSHIP: USA; former citizen of an unidentified foreign country
PLACE OF BIRTH: Lower Manhattan, New York
KNOWN RELATIVES: May Parker-Jameson (wife), unidentified first wife (deceased), J. Jonah Jameson Jr. (son), Marla Madison-Jameson (daughter-in-law), John Jameson (Man-Wolf, grandson), David Jameson (brother), Betty Burnoll Jameson, April and Jan Reilly (sisters-in-law), Peter Parker (Spider-Man, nephew-in-law), extended Reilly family
GROUP AFFILIATION: Formerly US Army
EDUCATION: High school graduate
FIRST APPEARANCE: Amazing Spider-Man #578 (2009)

Art by Barry Kitson

HISTORY: As a young man, J. Jonah Jameson Sr. went AWOL from the army to tend to his ailing pregnant wife. His wife died shortly after the birth of their son, J. Jonah Jr., and Jay was dishonorably discharged for deserting the army. Unable to raise the boy on his own, he left Jonah with his stern brother, David, and David's wife, Betty. Jay lived abroad, becoming a very successful author under a pen name. Jay returned to New York City as a retiree, approximately a year prior to his son becoming mayor. While Jay was a member of a jury traveling by subway, his train was derailed under the East River by the Shocker (Herman Schultz), who was hired by mobsters to protect one of their bosses on trial. Spider-Man (Peter Parker), also aboard the train, rescued Jay and the jury from drowning. Later, a chance encounter with reporter Betty Brant left Jay with a recommendation to meet Peter's aunt, the widow May Parker. May and Jay dated for several weeks, fell in love, and quickly became engaged. Jay surprised May at their rehearsal dinner in Boston, reuniting her with her sister and family. On May and Jay's wedding day, a dying Dr. Octopus (Otto Octavius) attempted to take over New York City's networks and public facilities. Jay was held captive until Spider-Man rescued him and regained control of the city. The couple enjoyed a honeymoon around the world.

HEIGHT: 5'8" **WEIGHT:** 152 lbs. **EYES:** Brown **HAIR:** White

ABILITIES/ACCESSORIES: J. Jonah Jameson Sr. is a highly skilled professional writer and an amateur genealogist.

INTELLIGENCE: 3 **STRENGTH:** 1 **SPEED:** 1 **DURABILITY:** 1
ENERGY PROJECTION: 1 **FIGHTING SKILLS:** 1

SASHA KRAVINOFF

REAL NAME: Aleksandra "Sasha" Kravinoff (nee Nikolaevna)
ALIASES: Aleksandra Kravenova, "Angel"
IDENTITY: No dual identity
OCCUPATION: Hunter
CITIZENSHIP: Russia
PLACE OF BIRTH: Unrevealed
KNOWN RELATIVES: Sergei Kravinoff (Kraven the Hunter, husband), Vladimir Kravinoff (Grim Hunter, son, deceased), Anastasia Tatiana Kravinoff (Kraven, daughter), Mikhail Aleksei Nikolaevich (father, deceased), Aleksandra Nikolaevna (mother, deceased), Dimitri Smerdyakov (Chameleon, brother-in-law)
GROUP AFFILIATION: None
EDUCATION: Unrevealed
FIRST APPEARANCE: Amazing Spider-Man #594 (2009)

HISTORY: The daughter of Grand Duke Mikhail, Sasha Nikolaevna was part of the Russian aristocracy before the Bolshevik Revolution. Living in exile outside Paris, France, her father encouraged her to seduce men for fortune, including the renowned hunter Sergei Kravinoff. Tired of her father's manipulations, she killed him and eventually married Sergei. Learning the secrets of mystical jungle potions, Sergei enhanced his strength and longevity, which he shared with Sasha to maintain her youth. Many years later, the couple had two children, Vlad and Ana, while Sergei had at least two other children, Alyosha and Ned, outside his marriage. Several years after Sergei committed suicide, Sasha schemed to resurrect her husband. After sending Ana to compile information about Spider-Man (Peter Parker), she gathered many of the wall-crawler's top foes and orchestrated a barrage of attacks to weaken her enemy. Additionally, she kidnapped Spider-Man's "family," including Madame Web (Cassandra Webb), whom she drugged and exploited her precognitive powers, and Spider-Woman (Mattie Franklin), whom she ritually sacrificed to resurrect Vlad, albeit as a lion-man. Capturing Arachne (Julia Carpenter) and Araña (Ana Corazon), Sasha lured Spider-Man into the upstate New York Kravinoff mansion. Spider-Man's clone Kaine switched places with his "brother," and Sasha sacrificed Kaine, resurrecting Sergei from the dead. Spider-Man furiously defeated each of the Kravinoffs, ripping Sasha's face with his hand's adhesive powers, but stopped himself before slaying Sergei. The Kravinoff's fled to the Savage Land, where Sergei, ungrateful for his resurrection, killed Sasha with his bare hands and slew Vlad, leaving Ana and Alyosha to hunt each other.

Art by Barry Kitson with Phillipe Briones (inset)

HEIGHT: 5'7" **WEIGHT:** 136 lbs. **EYES:** Blue **HAIR:** Black

ABILITIES/ACCESSORIES: Sasha Kravinoff had superhuman longevity via mystical jungle potions. She had limited knowledge of the occult and was a skilled hunter and strategist.

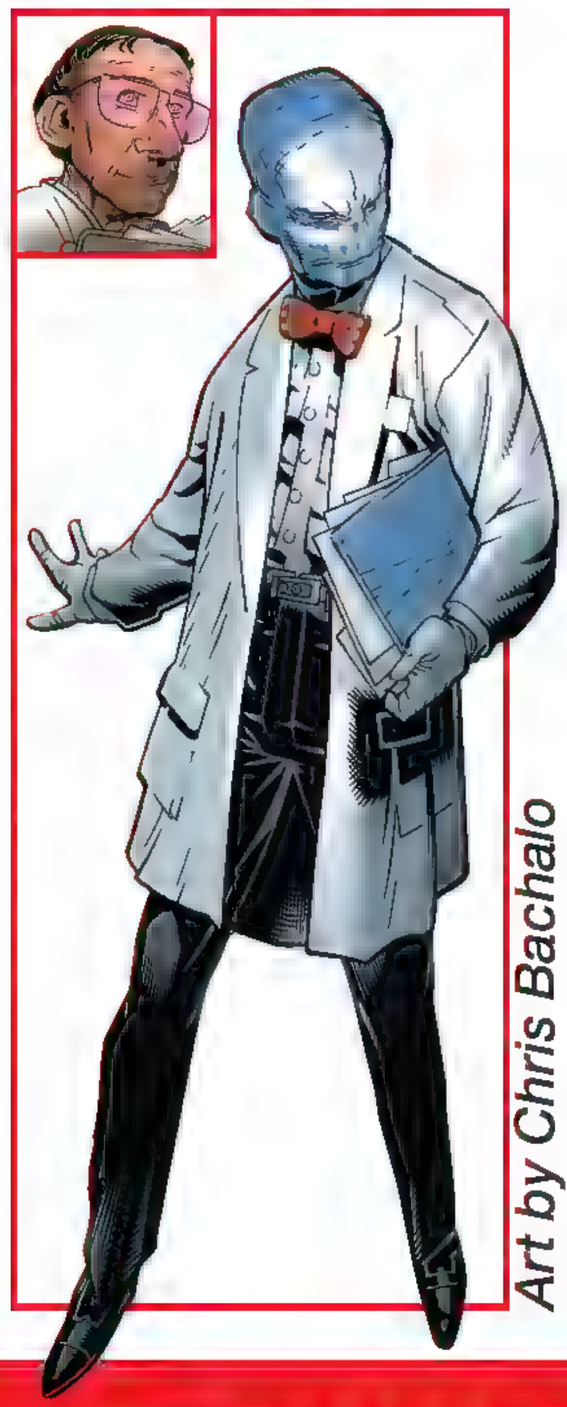
INTELLIGENCE: 3 **STRENGTH:** 2 **SPEED:** 2 **DURABILITY:** 2
ENERGY PROJECTION: 1 **FIGHTING SKILLS:** 4

REDEEMER

REAL NAME: Shep Gunderson
ALIASES: None
IDENTITY: Known to authorities
OCCUPATION: Psychiatrist
CITIZENSHIP: USA, with a criminal record

PLACE OF BIRTH: Omaha, Nebraska
KNOWN RELATIVES: None
GROUP AFFILIATION: None
EDUCATION: MD in psychiatry from Creighton College of Medicine
FIRST APPEARANCE: The Sinister Spider-Man #1 (2009)

HISTORY: A psychiatrist at the Brooklyn Psychiatric Hospital, Dr. Shep Gunderson formed a therapy group with several super villains who "Spider-Man" (actually the deranged Mac Gargan, impersonating Spider-Man as part of Norman Osborn's Avengers) had recently dismembered. The group included the neo-Nazi General Wolfram (Claude Cramer), the hyper-evolved pachyderm Hippo (Mrs. Fluffy Lumpkins), the sonic-powered Eleven (Jenni Pate), and the madness-inducing Dementoid (Richard Earle Amtower IV); they were also joined by the allegedly omnipotent Dr. Everything (Jonathan N. York). Donning a skull-themed mask, Gunderson dubbed himself "the Redeemer" to better relate to his patients. Convinced by his patients Spider-Man needed to be rehabilitated, Gunderson outfitted his charges with prosthetic limbs and lured Gargan to a warehouse with a fake nuclear bomb threat; once Gargan arrived, Gunderson demanded he apologize to his victims and enter anger management therapy. Gargan instead devoured Eleven and all of Gunderson's limbs and handed Dr. Everything over to the police. Still wishing to save New York from Gargan, Gunderson and his remaining allies Dementoid and Wolfram (whom Gunderson enlisted to carry his limbless torso in a papoose) sent photos of Gargan (who had been fomenting a gang war to discredit New York City Mayor J. Jonah Jameson) consorting with gangsters to Jameson, who handed them over to Osborn; seeing Gargan as a liability, Osborn sent his agents Bullseye (Lester) and Daken to kill him. Gunderson also presented the photos to the two warring gangs, uniting them against Gargan. They converged on Gargan at New York's Big Apple Festival; Gargan fought and defeated Osborn's agents, the gangs, and Dementoid, while Wolfram fled, leaving Gunderson helpless. Enraged, Gunderson confessed to Gargan in front of the chief of police, who took him away.



Art by Chris Bachalo

HEIGHT: 3'2" (formerly 5'4") **WEIGHT:** 105 lbs. (formerly 136 lbs.) **EYES:** Blue **HAIR:** Brown

ABILITIES/ACCESSORIES: Gunderson is an adequate psychiatrist. A quadruple amputee, his mobility is severely limited.

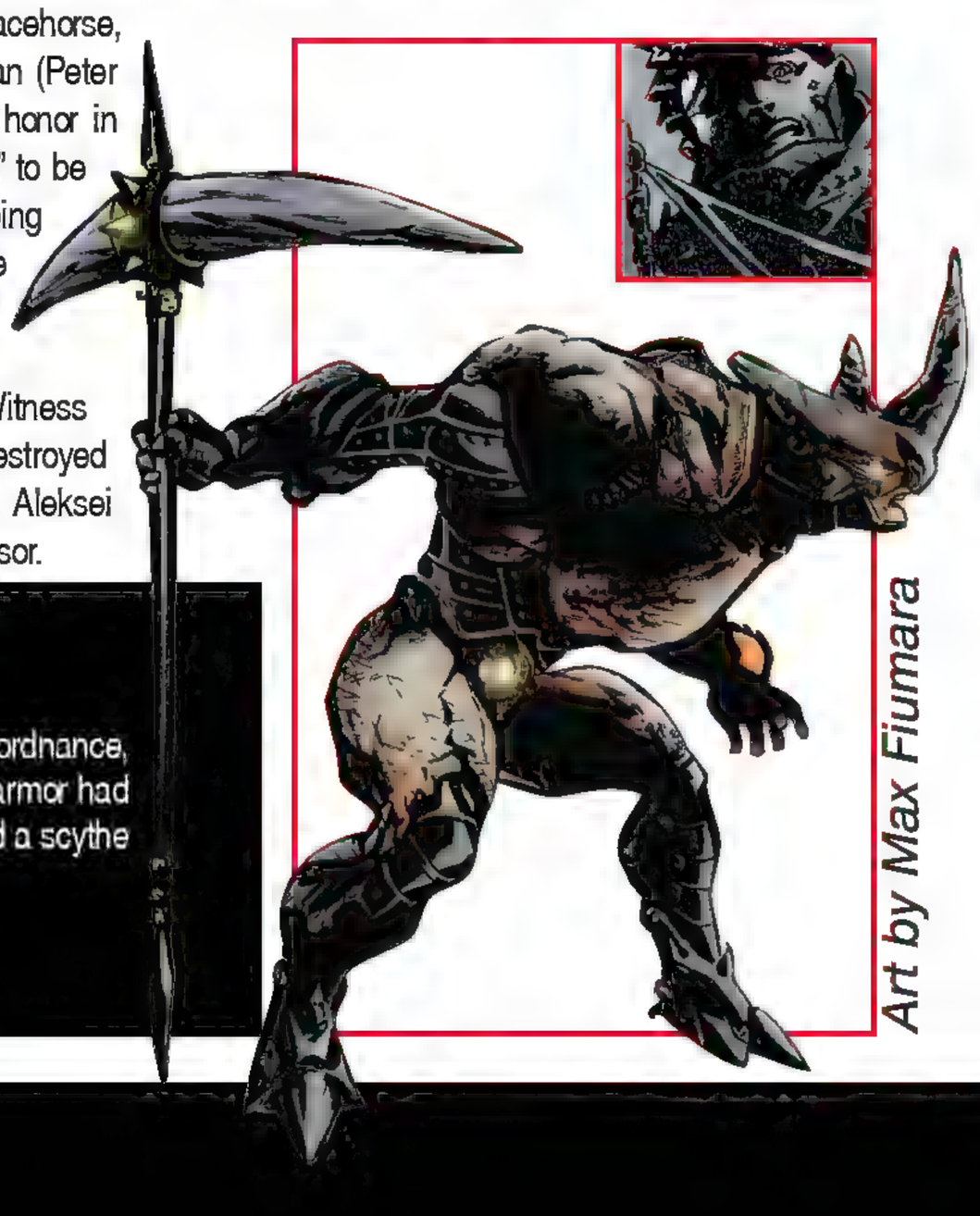
INTELLIGENCE: 3 **STRENGTH:** 1 **SPEED:** 1 **DURABILITY:** 2
ENERGY PROJECTION: 1 **FIGHTING SKILLS:** 1

RHINO

REAL NAME: Unrevealed
ALIASES: None
IDENTITY: Secret
OCCUPATION: Mercenary
CITIZENSHIP: Unrevealed

PLACE OF BIRTH: Unrevealed
KNOWN RELATIVES: None
GROUP AFFILIATION: Employed by unidentified gangsters
EDUCATION: Unrevealed
FIRST APPEARANCE: Amazing Spider-Man #617 (2010)

HISTORY: After giving an unidentified mercenary an armored Rhino-themed costume, Dr. Tramma, an underworld scientist and supplier of high-tech gadgetry to super villains, sold the new Rhino to a cadre of gangsters. Before joining the mobsters, the Rhino responded to a challenge from Sasha Kravinoff, widow of Kraven the Hunter (Sergei Kravinoff), to "ascend" into his new role by defeating the previous Rhino, Aleksei Sytsevich. At the Empire City Casino, the new Rhino challenged Aleksei to fight, smashing him with a racehorse, but Aleksei, now a married security guard, refused to retaliate. Ignoring Spider-Man (Peter Parker)'s interference, the Rhino departed once Aleksei surrendered. Seeing no honor in defeating Aleksei without combat, the Rhino was encouraged by Sasha, his "angel," to be patient, hone his skills and confront Aleksei again. Sasha's true motivation in developing the Rhino was to augment Spider-Man's enemies, wear down the hero, capture him, and sacrifice him to resurrect Sergei. At a naturalization ceremony attended by Aleksei's wife, Oksana, the Rhino attacked, but Aleksei told him to leave and meet him at midnight to fight. Instead, Aleksei and Oksana attempted to enter the Witness Protection Program. However, while en route to their secret destination, the Rhino destroyed their police transport, killing Oksana. While Spider-Man pleaded with him to stop, Aleksei retrieved his Rhino costume, battled the new Rhino, and apparently killed his successor.



Art by Max Fiumara

HEIGHT: 7'4"; (armored) 7'10" **EYES:** Brown
WEIGHT: 456 lbs.; (armored) 1060 lbs. **HAIR:** Brown

ABILITIES/ACCESSORIES: When armored, the Rhino could withstand heavy ordnance, lift 90 tons, and charge at 125 mph via back-mounted propulsion generators. The armor had limited self-repair mechanisms and could burn debris off the eye-pieces. He wielded a scythe with a sharpened stone chine.

INTELLIGENCE: 2 **STRENGTH:** 6 **SPEED:** 3 **DURABILITY:** 5
ENERGY PROJECTION: 1 **FIGHTING SKILLS:** 3

VULTURE

REAL NAME: James "Jimmy" Natale
ALIASES: Jimmy the Fixer
IDENTITY: Known to authorities
OCCUPATION: Scavenger; former professional criminal
CITIZENSHIP: USA

PLACE OF BIRTH: Unrevealed
KNOWN RELATIVES: None
GROUP AFFILIATION: Formerly Maggia
EDUCATION: Unrevealed
FIRST APPEARANCE: (Partial) Amazing Spider-Man #592 (2009); (full) Amazing Spider-Man #593 (2009)

Art by Mike McKone with Paul Azaceta (bottom inset)

HISTORY: A "fixer" for several of New York City's low-level Maggia gangsters, Jimmy Natale excelled at cleaning crime scenes and disposing of bodies. Overwhelmed by the large amount of cleanup, Natale contacted Dr. Charles Goss, who had acquired the mutagenic equipment used by Farley and Harlan Stillwell, creators of the Scorpion (Mac Gargan) and Fly (Rick Deacon), to create a new Vulture to eliminate careless weaker criminals. Natale's bosses decided to use Jimmy as the test subject; Goss mutated him, destroying most of his memories in the process. Escaping before he could be deployed and remembering his betrayal, Natale began killing and eating wounded criminals. Spider-Man (Peter Parker) found Natale devouring a victim, and despite Natale's acid vomit blinding him, Spider-Man drove Natale off. After learning of Natale's origins from previous Vulture, Adrian Toomes, Spider-Man lured Natale into a battle, leading to Yankee Stadium. Spotting his enemy Norman Osborn in the stands, an enraged Spider-Man broke both of Natale's arms before police arrived to arrest the Vulture, but Electro (Max Dillon) freed Natale at the behest of Sasha Kravinoff, Kraven the Hunter (Sergei Kravinoff)'s widow, who sought to sow chaos in Spider-Man's life. One of Natale's old bosses lied telling Natale Mayor J. Jonah Jameson was responsible for his mutation.. Natale attacked Jameson, but when Spider-Man told him the truth about his transformation, Natale flew off to kill his former friends. Later, he was one of the many super villains Dr. Octopus (Otto Octavius) dispatched to find the pregnant Menace (Lily Hollister).

HEIGHT: 6' **WEIGHT:** 210 lbs. **EYES:** Red iris, yellow sclera **HAIR:** Brown

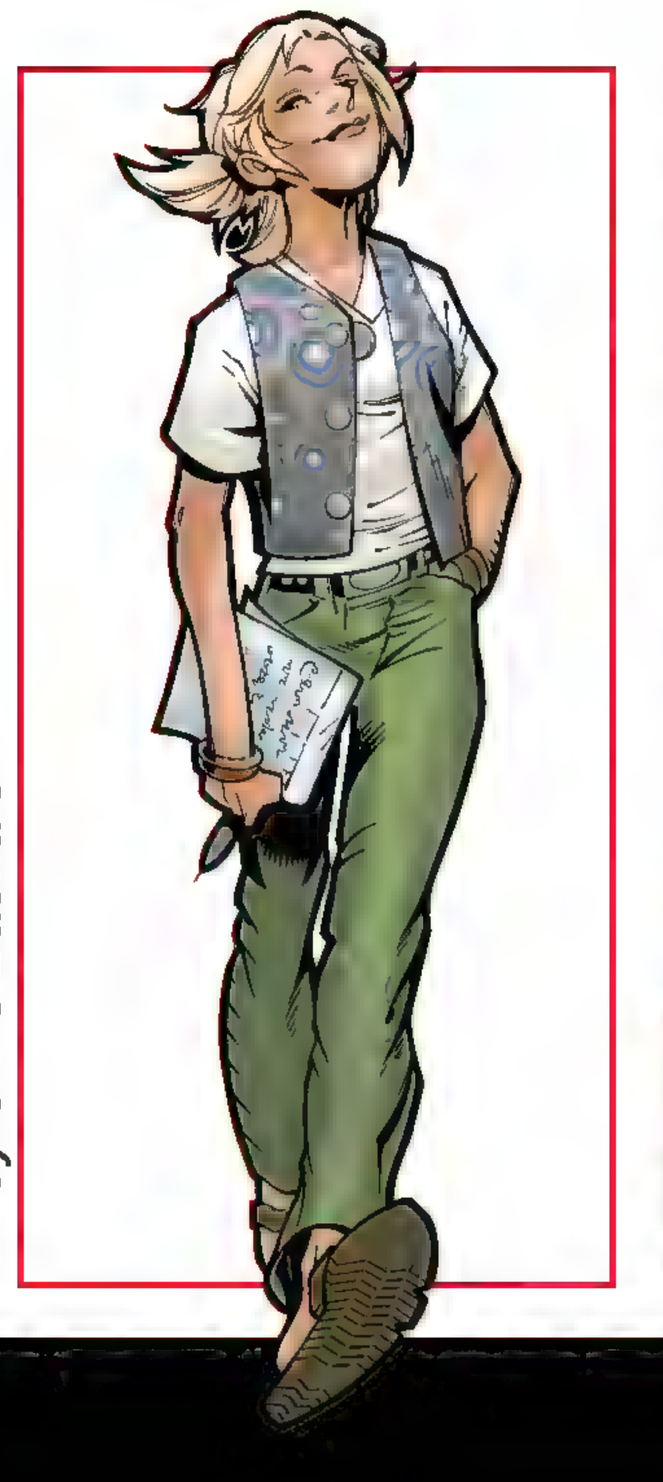
ABILITIES/ACCESSORIES: Natale has superhuman strength (lifting 1 ton) and durability and can fly; his wings, bonded to his torso, are razor-sharp. He can vomit a powerful acid. Before his mutation, Natale was a skilled criminal.

INTELLIGENCE: 2 **STRENGTH:** 4 **SPEED:** 2 **DURABILITY:** 4
ENERGY PROJECTION: 1 **FIGHTING SKILLS:** 2

NORAH WINTERS

REAL NAME: Norah Winters
ALIASES: "Bunny," "Nor'Easter"
IDENTITY: No dual identity
OCCUPATION: News reporter
CITIZENSHIP: USA

PLACE OF BIRTH: Racine, Wisconsin
KNOWN RELATIVES: Unidentified mother
GROUP AFFILIATION: Front Line newspaper
EDUCATION: BA in journalism
FIRST APPEARANCE: Amazing Spider-Man #575 (2008)



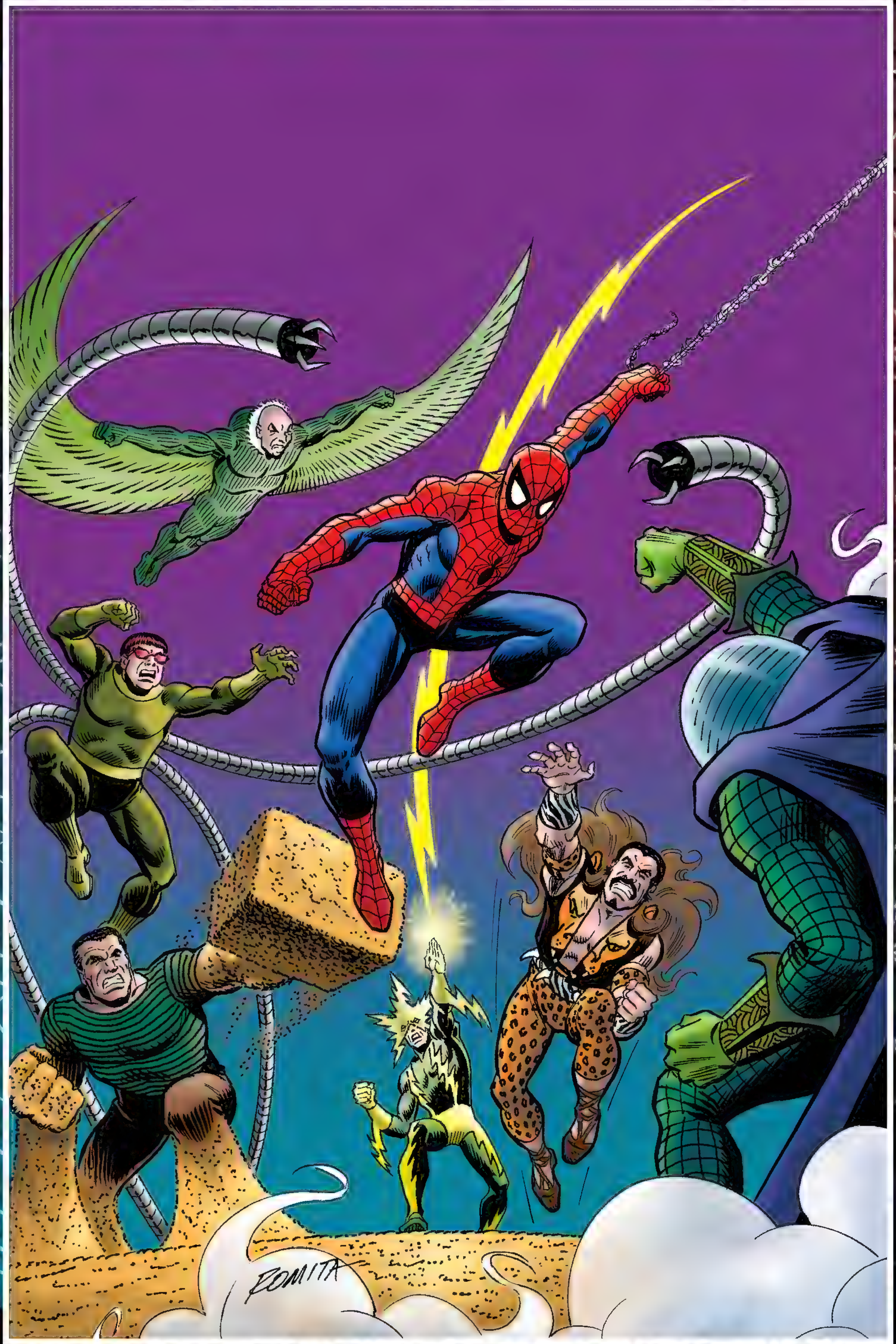
Art by Chris Bachalo

HISTORY: Front Line reporter Norah Winters earned a reputation covering community events, but she aspired for more exciting and dangerous news stories. Aided by photographer Peter Parker, who she alternately beguiles and aggravates, she broke her first big story writing an exposé of mobster Hammerhead (Joseph)'s gang recruitment activity among Bronx youth. Later, Norah began dating editor Joe Robertson's son, Randy, though she continued to flirt with Peter. Using her feminine wiles, Norah infiltrated Avengers Tower as a tour guide to obtain information on Norman Osborn, then-leader of US security forces. Though she discovered Osborn's American Son program was using human test subjects, she suppressed the story after Osborn intimidated her. Shortly thereafter, Norah and forensic detective Carlie Cooper were captured by Dr. Octopus (Otto Octavius), who was attempting to mentally control New York City's entire infrastructure; Spider-Man (Parker) and the Human Torch (Johnny Storm) rescued them. Norah accepted safer stories for a time and nearly resigned, but after witnessing a new Rhino violently challenge the retired former Rhino (Aleksei Sytsevich), she admitted to Peter his adventures as a photographer inspired her to embrace her dangerous career once again. She passed an Avengers Tower map to Peter, which enabled him, as Spider-Man, to acquire video footage of Osborn's inhuman experimentations. Parker uploaded the footage to the Internet to discredit Osborn. Later, Norah reported on the deaths of the new Rhino and Aleksei's wife.

HEIGHT: 5'8 **WEIGHT:** 118 lbs. **EYES:** Blue **HAIR:** Blonde

ABILITIES/ACCESSORIES: Norah Winters is a highly energetic and charismatic news reporter.

INTELLIGENCE: 3 **STRENGTH:** 2 **SPEED:** 2 **DURABILITY:** 2
ENERGY PROJECTION: 1 **FIGHTING SKILLS:** 2

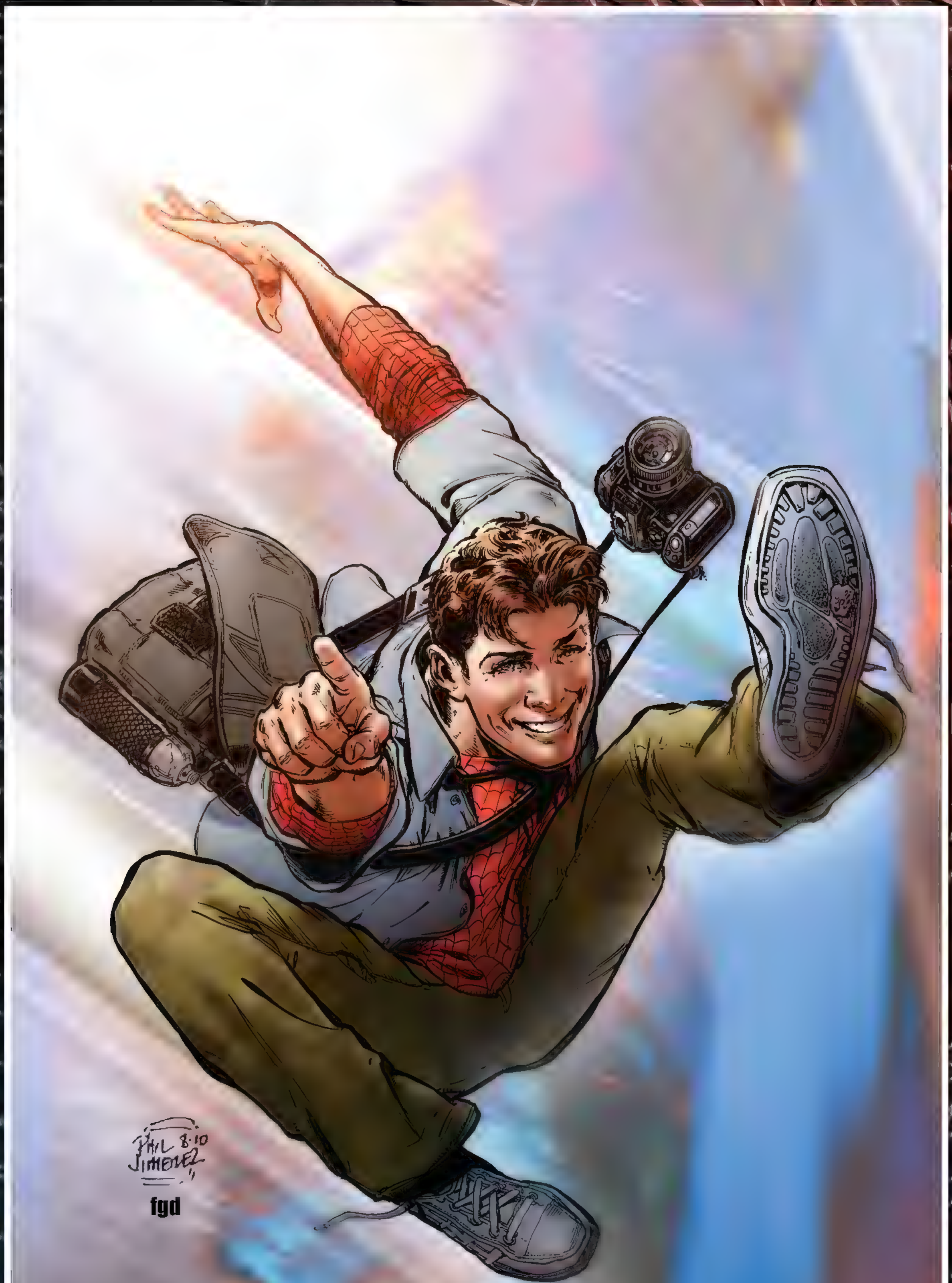


AMAZING SPIDER-MAN #642 SPIDEY VS. VARIANT

COVER BY JOHN ROMITA & LAURA MARTIN

AMAZING SPIDER-MAN #642 NEW YORK COMIC CON VARIANT

COVER BY JOHN ROMITA, JOHN ROMITA JR. & SONIA OBACK



AMAZING SPIDER-MAN #643 VARIANT

COVER BY PHIL JIMENEZ & FRANK D'ARMATA

AMAZING SPIDER-MAN #644 VARIANT

COVER BY CHRIS BACHALO & TIM TOWNSEND

AMAZING SPIDER-MAN #646 VARIANT

COVER BY PAOLO RIVERA

AMAZING SPIDER-MAN #645 SPIDEY VS. VARIANT
COVER BY BRYAN HITCH & PAUL MOUNTS

AMAZING SPIDER-MAN #645 SPIDEY VS. VARIANT
COVER INKS BY BRYAN HITCH

AMAZING SPIDER-MAN #647 VARIANT

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